A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the Provinces of British Columbia, Alberta, 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 March 27, 2019

WALCOTT RESOURCES LTD.
$350,000

3,500,000 Common Shares at $0.10

This preliminary prospectus (the "**Prospectus**") qualifies the distribution by Walcott Resources Ltd. (the "**Company**" or "**Walcott**") by offering, on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia, Alberta, and Ontario through its agent, PI Financial Corp. (the "**Agent**"), 3,500,000 common shares of the Company (each, a "**Share**") at a price of $0.10 per Share (the "**Offering Price**"), for gross proceeds of $350,000 (the "**Offering**"). This Prospectus qualifies the distribution of 3,500,000 Shares. The Offering Price of the Shares and the terms of the Offering have been determined by negotiation between the Company and the Agent.

PRICE: $0.10 PER SHARE			
	Price to the Public	**Agent's Fee**[(1)]	**Net Proceeds to the Company**[(2)]
Per Share	$0.10	$0.009	$0.091
Total	$350,000	$31,500	$318,500

Notes:

(1) The Company has agreed to pay the Agent a cash commission equal to 9% of the gross proceeds from the sale of Shares under the Offering (the "**Agent's Commission**"), and to grant the Agent non-transferable agent's warrants (the "**Agent's Warrants**") entitling the Agent to purchase that number of Common Shares (as defined herein) of the Company (the "**Agent's Warrant Shares**") equal to 9% of the Shares sold under the Offering, at a price of $0.15 per Agent's Warrant Share for a period of 24 months from the Listing Date (as defined herein). The Company will also pay the Agent a corporate finance fee of $20,000 plus GST (the "**Corporate Finance Fee**") of which $10,500 has been paid as of the date hereof. This Prospectus qualifies the distribution of the Agent's Warrants to the Agent. The Company has also agreed to pay the Agent's expenses in connection with the Offering, including legal fees and disbursements and the Agent's reasonable out-of-pocket expenses for which the Company has paid a $10,000 retainer (the "**Agent's Expenses**"). See "*Plan of Distribution*".

(2) Before deducting the balance of the expenses of the Company estimated at $60,000, which includes the Agent's Expenses relating to the Offering. See "*Use of Proceeds*".

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 Company by DuMoulin Black LLP, and on behalf of the Agent by Miller Thomson LLP. See "*Plan of Distribution*".

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

The Company has applied to list the Shares on the Canadian Securities Exchange (the "Exchange" or "CSE"). Listing will be subject to the Company fulfilling all the initial listing requirements of the Exchange. See "*Plan of Distribution*".

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

The Offering is subject to the receipt by the Agent of subscriptions in the amount of $350,000. Subscriptions for Shares will be received subject to rejection or allotment in whole or in part. It is expected that a book-entry only certificate representing the Shares sold pursuant to the Offering will be issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**"), or its nominee, and will be deposited with CDS at the closing of the Offering (the "**Closing**"), which is expected to occur on or about [●], 2019, or on such other date as may be agreed by the Company and the Agent. Other than Shares sold in the United States, which may be represented by individual certificates, a purchaser of Shares comprising the Offering will receive only a customer confirmation from the registered dealer which is a CDS participant and from or through which the Shares are purchased**.** See "*Plan of Distribution*".

All subscription funds received by the Agent will be held in trust by the Agent pending closing of the Offering. If the subscriptions amounting to $350,000 have not been received within 90 days of the issuance of a receipt for this Prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the distribution will cease, and the Agent shall promptly return the proceeds of subscriptions to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

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

The following table sets out securities issuable:

Agent's Position	Maximum size or number of securities available	Exercise period or acquisition date	Exercise price or average acquisition price
Agent's Warrants(1)	315,000 Agent's Warrant Shares	24 months from the Listing Date	$0.15

(1) The Agent's Warrants are qualified for distribution pursuant to this Prospectus. See "*Description of Securities Distributed*" and "*Plan of Distribution*" for more information about the Agent's Warrants.

Certain legal matters relating to the securities offered hereby will be passed upon by DuMoulin Black LLP, on behalf of the Company and by Miller Thomson LLP, on behalf of the Agent. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus in connection with the issue and sale of the securities offered hereunder.

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

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. Subject to the Company's obligations under applicable securities laws, the information contained in this Prospectus is accurate only as of the date of this Prospectus regardless of the time of delivery of this Prospectus or of any sale of the Shares.

One of the Company's directors, Mike Cowin, resides outside of Canada. Mr. Cowin has appointed DuMoulin Black LLP as agents for service of process at the following address: 10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5. Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person who resides outside of Canada, even if that person has appointed an agent for service of process.

Agent:

PI FINANCIAL CORP.
Suite 1900 - 666 Burrard Street
Vancouver, British Columbia V6C 3N1

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APPENDICES

CERTIFICATES

GLOSSARY

In this Prospectus, unless otherwise indicated or the context otherwise requires, the following terms shall have the indicated meanings. Words importing the singular include the plural and vice versa and words importing a gender include any genders. A reference to an agreement means the agreement as it may be amended, supplemented or restated from time to time. Technical terms used in this Prospectus but not hereinafter defined have the meaning ascribed to such terms in NI 43-101.

"**affiliate**" or "**associate**" has the meaning ascribed thereto in the *Securities Act* (British Columbia), as amended from time to time;

"**Agency Agreement**" means the agency agreement dated ●, 2019, between the Company and the Agent with respect to the Offering;

"**Agent**" means PI Financial Corp.;

"**Agent's Commission**" means the cash fee equal to 9% of the gross proceeds from the sale of Shares under the Offering payable to the Agent by the Company;

"**Agent's Expenses**" means the Agent's expenses in connection with the Offering which, pursuant to the Agency Agreement, the Company has agreed to repay to the Agent, including legal fees and disbursements as well as the Agent's reasonable out-of-pocket expenses;

"**Agent's Warrants**" means the 315,000 share purchase warrants, each of which provides the right to acquire one Agent's Warrant Share at an exercise price of $0.15 for a period of 24 months from the Listing Date and are to be granted to the Agent as partial consideration for its services in connection with the Offering as described under the heading "Plan of Distribution";

"**Agent's Warrant Shares**" means the Common Shares to be issued to the Agent upon exercise of the Agent's Warrants;

"**Audit Committee**" has the meaning ascribed to it under "*Audit Committee*";

"**Author**" means Linda Dandy, P.Geo., the author of the Report;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended from time to time, including the regulations promulgated thereunder;

"**Board**" means the board of directors of the Company;

"**business day**" means a day other than a Saturday, Sunday or a day on which the principal chartered banks located at Vancouver, British Columbia are not open for business;

"**CDS**" means CDS Clearing and Depository Services Inc.;

"**Closing**" means the closing of the Offering;

"**Closing Date**" means such date or dates that the Company and the Agent mutually determine to close the Offering;

"**Common Share**" means a common share in the authorized share structure of the Company;

"**Company**" or "**Walcott**" means Walcott Resources Ltd.;

"**Corporate Finance Fee**" means the $20,000 (plus GST) payable by the Company to the Agent, pursuant to the terms of the Agency Agreement;

"**Escrow Agent**" means National Issuer Services Ltd.;

"**Escrow Agreement**" means the escrow agreement dated the Listing Date among the Company, the Escrow Agent and the holders of the Escrowed Securities;

"**Escrowed Securities**" has the meaning ascribed to it under "*Escrowed Securities - NP 46-201 Escrow*";

"**Exchange**" or "**CSE**" means the Canadian Securities Exchange;

"**forward-looking statements**" has the meaning set out under "Forward-Looking Statements" on page 7;

"**Listing Date**" means the date on which the Common Shares of the Company are first listed for trading on the Exchange;

"**Named Executive Officers**" or "**NEOs**" means the CEO, CFO and the three most highly compensated executive officers whose total compensation exceeded $150,000 per annum in the relevant fiscal year;

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

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*;

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*;

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

"**NSR**" means net smelter royalty;

"**Offering**" means the distribution of Shares of the Company at the Offering Price which will be completed pursuant to this Prospectus;

"**Offering Price**" means $0.10 per Share;

"**Option Agreement**" means the property option agreement dated February 5, 2018 between the Vendor and the Company whereby the Company has the option to earn a 100% undivided interest in the Property;

"**person**" means any individual, partnership, association, body corporate, trust, trustee, executor, administrator, legal representative, government, regulatory authority or other entity;

"**Principal**" means:

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

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

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering; or

(d) a 10% holder – a person or company that:

   (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering and

   (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries;

"**Property**" or "**Cobalt Hill**" means the mineral property which the Company has an option to acquire a 100% undivided interest in, subject only to a 1.5% NSR on all base, rare earth elements and precious metals, pursuant to the Option Agreement, consisting of eight mineral claims covering an area of approximately 1,727.43 hectares located in the Trail Creek Mining Division in the Province of British Columbia, Canada;

"**Prospectus**" means this prospectus and any appendices, schedules or attachments hereto;

"**Report**" means the technical report entitled "Technical Report on the Cobalt Hill Property" with an effective date of May 25, 2018 and prepared for the Company by the Author, an independent consulting geologist providing services in accordance with NI 43-101;

"**Securities Commissions**" means the British Columbia Securities Commission, the Alberta Securities Commission, and the Ontario Securities Commission;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval;

"**Selling Provinces**" means British Columbia, Alberta, and Ontario and any other provinces in which this Prospectus has been filed and in which the Shares will be offered for sale;

"**Shares**" means 3,500,000 Common Shares offered for sale under this Prospectus;

"**Stock Option Plan**" means the Company's stock option plan adopted on June 29, 2018 by the Company's board of directors and providing for the granting of incentive options to the Company's directors, officers, employees and consultants;

"**Subscriber**" means a person that subscribes for Shares under the Offering;

"**United States**" and "**U.S.**" mean the United States of America, its territories and possessions, including the District of Columbia;

"**U.S. Securities Act**" means the United States Securities Act of 1933, as amended from time to time; and

"**Vendor**" means John (Jack) Denny.

SUMMARY

The following is a summary of the principal features of the Company and the Offering and should be read together with the more detailed information and financial data and statements appearing elsewhere in this Prospectus. Purchasers should carefully consider, among other things, the matters discussed under "Risk Factors". Reference is made to the "Glossary" for the meaning of certain defined terms and abbreviations.

The Company

The Company is engaged in the business, pursuant to the Option Agreement, of exploration of mineral properties in Canada. The Company holds an option to acquire a 100% undivided interest, subject only to a 1.5% NSR on all base, rare earth elements and precious metals, in the Property described herein. The Company's objective is to explore and develop the Property. See "*Corporate Structure*" and "*Business of the Company*".

The Property

Cobalt Hill consists of eight mineral claims covering an area of approximately 1,727.43 hectares located in the Trail Creek Mining Division in the Province of British Columbia, Canada.

See "*Business of the Company*".

The Offering

Offering:	3,500,000 Shares
Offering Price:	$0.10 per Share
Offering Size:	$350,000 (before commissions, fees and expenses of the Offering). See *"Use of Proceeds – Funds Available".*
Agent:	PI Financial Corp. has been appointed to act as the Company's exclusive agent pursuant to the Agency Agreement to conduct the Offering on a commercially reasonable efforts basis and will be paid the Agent's Commission from the sale of the Shares sold pursuant to the Offering. See "*Plan of Distribution*".
Agent's Commission:	A 9% cash commission will be paid to the Agent. In addition, the Company will pay to the Agent the Corporate Finance Fee in the amount of $20,000 (plus GST). The Agent will also be granted the Agent's Warrants to acquire the Agents' Warrant Shares in an amount equal to 9% of the Shares sold in the Offering, at an exercise price of $0.15 per Agent's Warrant Share for a period of 24 months from the Listing Date. The distribution of the Agent's Warrant Shares is qualified under this Prospectus. See "*Plan of Distribution*".
Listing:	There is currently no market through which the Shares may be sold. The Company has applied to list its Shares on the Exchange. Listing is subject to the Company fulfilling all of the listing requirements of the Exchange.

See "*Plan of Distribution*" and "*Description of Shares*".

Directors and Officers

Name	Position with the Company
Marshall Farris	Chief Executive Officer, President and Director
Tracy Mabone	Chief Financial Officer, Corporate Secretary and Director
Mike Cowin	Director
John Mirko	Director

See "*Directors and Officers*".

Use of Proceeds

The gross proceeds to the Company (from the sale of the Common Shares offered hereby) will be $350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $60,000, the Agent's Commission of $31,500 and the amount owing on account of the Corporate Finance Fee of $10,000 plus GST, and including the Issuer's estimated working capital as at February 28, 2019 of $29,121 less the option payment of $40,000 paid under the Option Agreement on February 5, 2019 (the "**February 2019 Option Payment**") are estimated to be $237,621.

The total available funds of approximately $237,621 which will be used by the Company as follows:

Principal Purpose	Funds to be Used(1)
Fund the Phase I exploration program on the Property	$105,435
Provide funding sufficient to meet administrative costs for 12 months	$82,600
Provide general working capital to fund ongoing operations	$49,586
TOTAL:	$237,621

(1) See "*Use of Proceeds*".

Selected Consolidated Financial and Operating Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in the Prospectus. The selected financial information of the Company is derived from the unaudited interim financial statements for the three month periods ended December 31, 2018 and 2017 and the audited financial statements for the period from incorporation to September 30, 2018. The Company has established September 30 as its financial year end.

	For the Period from incorporation to the year ended September 30, 2018 (Audited)	Condensed interim financial statements for the three months ended December 31, 2018
Revenue	$Nil	$Nil
Cash	$65,545	$38,316
Share Capital	$202,800	$202,800
Expenses	$20,433	$28,759
Loss for the Period	$20,433	$28,759
Total Assets	$203,432	$177,151
Total Liabilities	$21,065	$23,543
Shareholders' Equity	$182,367	$153,608

See "*Selected Financial Information and Management Discussion and Analysis*".

Summary of Risk Factors

An investment in the Shares should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Property. The Company has negative operating cash flow. After completion of the Offering, the Company may require additional financing in order to fund its ongoing exploration program on the Property and there is no assurance that such financing will be obtained. While the Company has followed standard industry accepted due diligence procedures to ensure that the Vendor has valid title to the Property, there is no guarantee that the Company's 100% interest, once earned, will be certain or that it cannot be challenged by claims from aboriginal or indigenous titles, or unknown third parties claiming an interest in the Property. The Company and its assets may also become subject to uninsurable risks. The Company's activities may require permits or licenses which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell Shares purchased under this Prospectus. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Property is in the exploration stage only and is without a known body of ore. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search of additional business opportunities on behalf of other corporations and situations may arise where these directors and officers are in direct competition with the Company. The Offering Price of Shares under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer an immediate and substantial dilution of their investment.

See "*Risk Factors*".

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information or financial outlooks (collectively, "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

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

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, to those disclosed in any other of the Company's public filings, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "Risk Factors". The Company has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

CORPORATE STRUCTURE

Name, Address and Incorporation

Walcott Resources Ltd. was incorporated under the BCBCA on December 11, 2017. The registered office of the Company is located at 10th Floor, 595 Howe Street, Vancouver, BC V6C 2T5 and the head office is located at Suite 900 – 580 Hornby Street, Vancouver, BC V6C 3B6.

Intercorporate Relationships

The Company has no subsidiaries.

BUSINESS OF THE COMPANY

The principal business carried on and intended to be carried on by the Company is the acquisition and exploration of mineral resource properties for minerals. The Company's principal asset is its option to earn a 100% interest in the Property, which is in the exploration stage.

History

On February 5, 2018, the Company entered into the Option Agreement whereby the Company was granted an option to acquire an undivided 100% right, title and interest in and to eight contiguous mineral titles covering a total area of 1,727.43 hectares comprising the Property, subject only to a 1.5% NSR on all base, rare earth elements and precious metals (the "**Project NSR**"). Since first acquiring the option, an aggregate of approximately $123,484 in acquisition and exploration expenditures has been spent on the Property by the Company as at December 31, 2018.

To fund its exploration activities and to provide working capital, the Company has relied on the sale of Common Shares from treasury. Since incorporation, the Company has raised $197,000 privately through the sale of its Common Shares (see "*Prior Sales*") offset by the share issuance costs of $4,200. The Company intends to raise additional funding under the Offering to carry out additional exploration of the Property as set out in the section entitled "*Use of Proceeds*".

The Option Agreement

Pursuant to the Option Agreement, the Vendor granted the Company an option to acquire a 100% interest in the Property, which consists of eight contiguous mineral titles covering a total area of 1,727.43 hectares. The Property is located approximately 5 kilometres east of Castlegar in southeastern British Columbia, Canada. In order to earn its interest in the Property, the Company is required to pay the Vendor an aggregate of $355,000 and issue an aggregate of 1,100,000 Shares to the Vendor, as follows:

Date for Completion	Cash Payment ($)	Number of Shares to be Issued
Upon Execution of the Option Agreement	15,000 (paid)	200,000 (issued)
August 5, 2018	20,000 (paid)	Nil
February 5, 2019	40,000 (paid)	200,000 (issued)
February 5, 2020	80,000	300,000
February 5, 2021	200,000	400,000
TOTAL	**355,000**	**1,100,000**

In addition, subject to Exchange policies and the acceptance of a feasibility or valuation report, the Company shall issue to the Vendor an additional 500,000 Shares upon the commencement of Commercial Production (as defined in the Option Agreement).

The Option Agreement grants the Company an option only. The Company is, therefore, not obligated to meet any of the above option obligations in the event that it chooses to terminate the Option Agreement and abandon the Property for any reason. The Company may terminate the Option Agreement at any time on written notice to the Vendor.

Pursuant to the Option Agreement, the Company or its designate shall act as the operator with respect to all exploration work to be carried out on the Property during the term of the Option Agreement. Upon completion by the Company of all of its obligations under the Option Agreement, it will have earned a 100% undivided interest in the Property, subject only to the Project NSR.

The Option Agreement also provides that the Project NSR of 1.5% is payable to the Vendors on all base, rare earth elements and precious metals produced from the Property. The first 1% is purchasable by the Company for $1,000,000.

The Company's 100% interest in the Property will be earned through the fulfillment of the obligations listed above.

The Property

The following information regarding the Property is summarized or extracted from the Report prepared pursuant to the provisions of NI 43-101 by the Author, an independent consulting geologist. Capitalized terms used in this section of the Prospectus but not defined in the *Glossary* have the meaning ascribed to such term in the Report.

A complete copy of the Report is available for review, in color, on the Company's profile on SEDAR at: www.sedar.com. Alternatively, the report may be inspected during normal business hours at the Company's business offices at 900 – 580 Hornby Street, Vancouver, British Columbia V6C 3B6. Readers are encouraged to review the Report in its entirety.

Property Description and Location

The Cobalt Hill Property is located 5 kilometres east of Castlegar, BC, within the Trail Mining Division and consists of 8 mineral tenures totalling 1727.43 hectares (Figures 1 and 2). The claims are centred at UTM coordinates 5460500 North, 459500 East in Zone 11, within Mapsheets 082F.023 and 033.

Claims are listed in Table 1. All the tenures are in good standing with the next expiry date of July 12, 2021.

The property is almost entirely underlain by land with private surface tenure managed by Atco Wood Products of Fruitvale, BC. The claim boundaries have not been legally surveyed.

TABLE 1
CLAIM INFORMATION

TENURE #	CLAIM NAME	HECTARES
501113	SONATA	42.14
501117	MOONLIGHT	526.56
505249	TRITON	210.62
510744		231.78
510745	GOLDEN STAMP	42.14
510749		147.50
545599	STAMP	484.55
550797	GOLD HEN	42.14

The mineral tenures are recorded in the name of Jack Denny of Salmo, BC. The Company has the right to earn an undivided 100% interest in and to the Property subject to payments to the Vendor of:

1. $15,000 plus 200,000 shares upon execution of the agreement – February 5th, 2018 (paid and issued);
2. $20,000 on or before August 5th, 2018 (paid);
3. $40,000 plus 200,000 shares on or before February 5th, 2019 (paid and issued);
4. $80,000 plus 300,000 shares on or before February 5th, 2020;
5. $200,000 plus 400,000 shares on or before February 5th, 2021
   (collectively, the "**Purchase Price**").

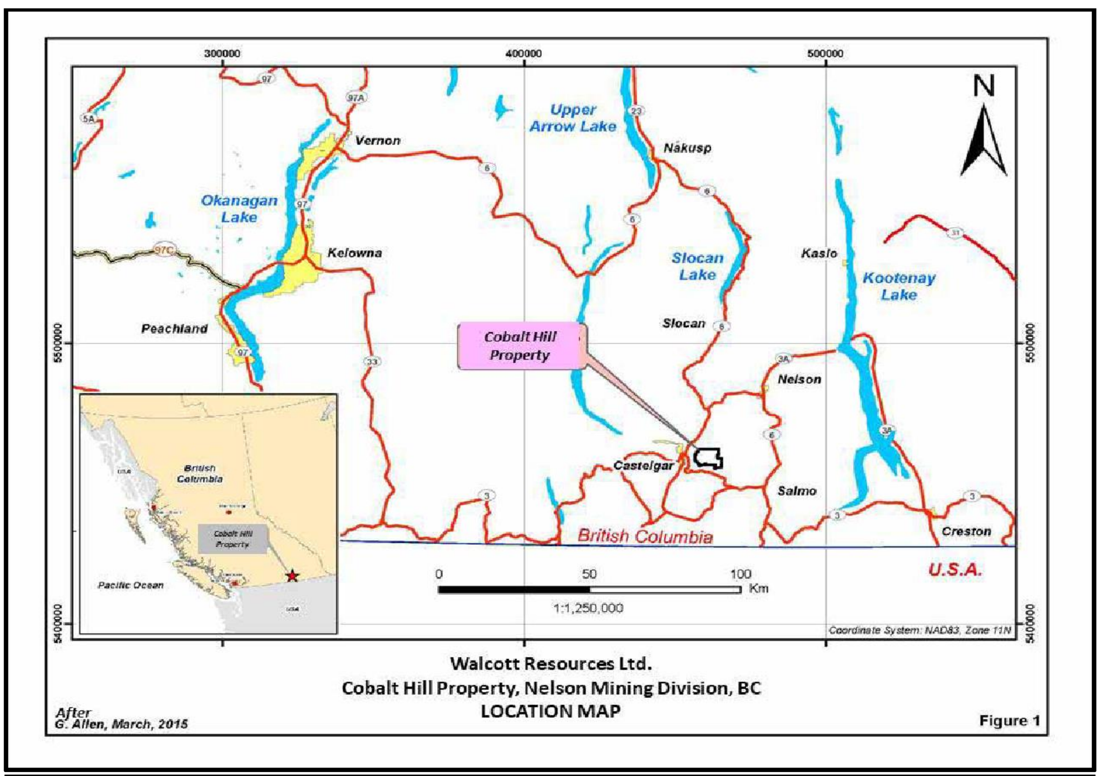


FIGURE 1: LOCATION MAP

Upon completion of the Purchase Price, the vendor shall transfer all right, title, and interest in the claims to Walcott, except for a 1.5% retained Net Smelter Return ("**NSR**"). The Company may purchase 2/3 (1%) of the Net Smelter Return for $1,000,000 at any time.
In addition, subject to Exchange policies and the acceptance of a feasibility or valuation report, the Company shall issue to Denny 500,000 Common Shares upon the commencement of Commercial Production (as defined in the Option Agreement).

The Company must keep the Property (claims) in good standing by doing and filing, or making payment in lieu thereof, all necessary assessment work and recording 50% of excess assessment credits to the Portable Assessment Credit (PAC) account of the Vendor.

The Author knows of no environmental liabilities to which the Property is subject.

The claims lie on private land owned by ATCO Lumber Company. An agreement in regards to access and utilizing the surface rights would need to be negotiated prior to commencing mining operations if the project reaches the feasibility stage.

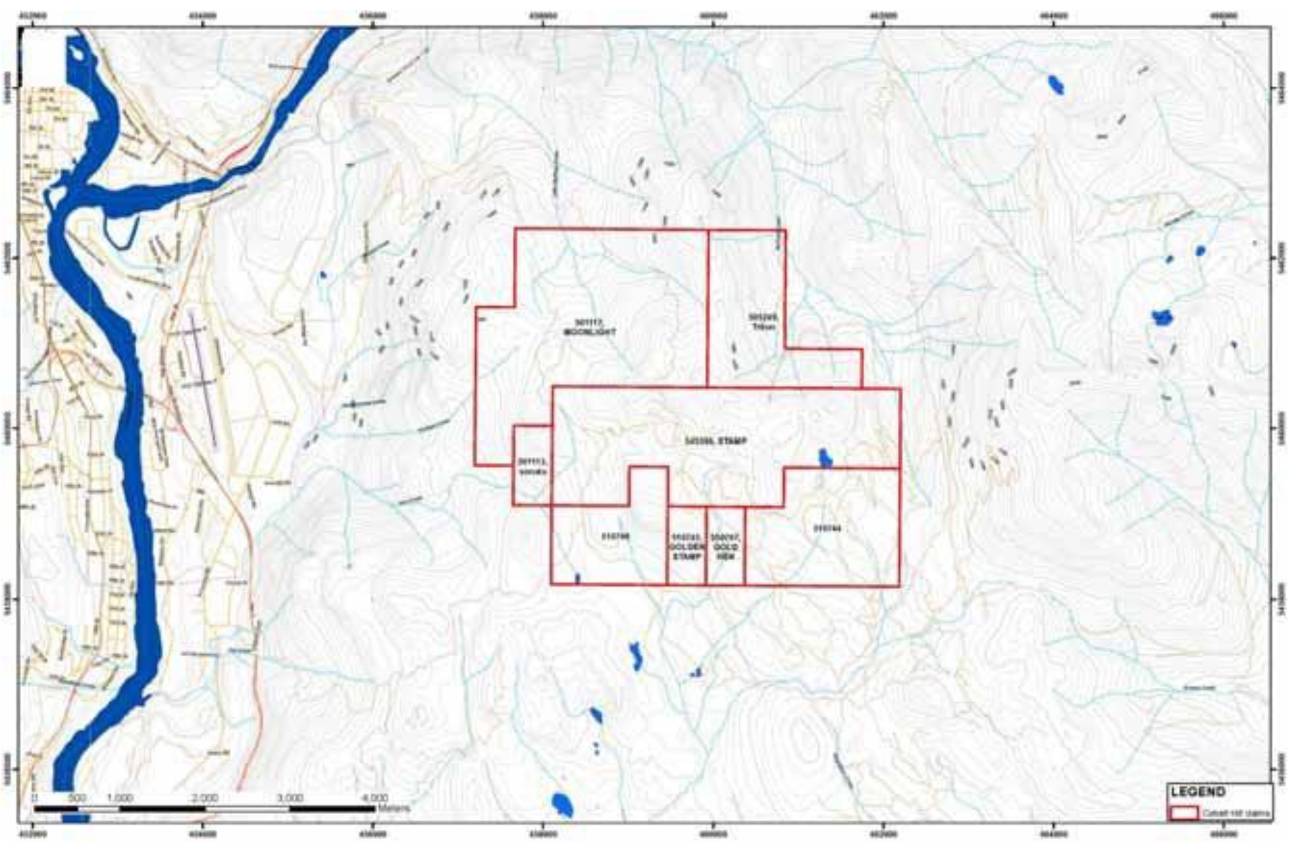


FIGURE 2: CLAIM MAP

A high voltage power line crosses the property with a standard right of way. There should be no affect for on-going exploration programs but, for advanced development, it is the responsibility of the Company to ensure compliance with all the various codes.

At present, there is not an existing work permit authorization on the Property. A permit will be required for submission to the BC Ministry of Energy and Mines for the excavator trenching portion of the Phase I work recommendation and for the diamond drilling portion of Phase II work. The data compilation, geological mapping and geochemical sampling in Phase I does not involve surface disturbance; therefore authorization is not a requirement for that portion.

BC government regulators state that permit authorizations can be expected to be granted in about 60 days after submission, although the Author has found several instances when permitting can take up to 120 days. The Author has obtained permits for prior exploration programs on other properties in the Nelson Mining Division and does not see any reason that future permit authorization will not be obtained in a reasonable time frame and at a reasonable cost.

The Author knows of no significant factors or risks that may affect access, title or the right or ability to perform work on the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Property lies 5 kilometres east of Castlegar in southeastern British Columbia (Figure 1). Access to the Property is via Highway 3 for 19 kilometres east from Castlegar to the Bombi Summit, then north from the highway onto the Munson logging road. The Munson road, various branches of this road and numerous powerline access roads, provide good road access to most parts of the Property.

The communities of Castlegar, Trail and Nelson are all within 40 kilometres of the Property and have good infrastructure and work force to service the mining industry. These towns are all accessible from the Property via year round highways. A large high voltage power line crosses the centre of the Property, originating from one of several hydro-electric dams on the nearby Kootenay and Columbia Rivers. Water, for mining purposes, is abundant in Champion and McPhee Creeks. The claims have sufficient area for associated mining infrastructure if and when required.

The Property is located in an area of moderate to steep terrain. Elevations on the property range from 980 metres in the western portion of the claims to over 2000 metres in the northeast on the flanks of Grassy Mountain. The Property covers the upper headwaters of Champion, McPhee, Little McPhee, Grassy, Iron and Phillips creeks and the lower western slopes of Grassy Mountain. Most of the watercourses on the Property are gentle swampy drainage systems, with the exception of McPhee Creek, which is a deeply incised creek.

Several portions of the claim area have been recently logged, with the remainder being covered with first and second growth forest consisting of balsam, fir, and spruce with occasional hemlock, cedar, white pine and larch. Thick growths of alder and willows are found along creek gullies and road cuts.

Climate data was obtained from the Castlegar weather station and averaged from 1961 to 1990 (http://climate.weather.gc.ca). Summer temperatures (July) average 19.9°C with highs of 28°C. Winter temperatures (December and January) average -3.2°C with lows of -5.9°C. The area receives 553 millimetres of precipitation annually with 225 centimetres of snowfall. One can expect snow on the ground from November through March, allowing for a long seasonal operating window.

History of the Property

Numerous old prospect pits, shafts and adits on the Property are evidence of the early exploration history in the area and there is anecdotal evidence of early placer gold mining on McPhee and Champion creeks. The presence of free gold in quartz veins at the Maud S showing has been known since the late 1890s. Work at the Meister showing in the 1930s is mentioned in a historical letter but there is little documentation of most of the early work on the Property.

1897 – 1902: The first mention of free gold in quartz veins at the Maud S showing (BC Minfile 082FSW325) is made in the 1897 BC Minister of Mines Annual Report and the first claim in this area was crown granted the same year. By 1900, Onodago Mines controlled 6 claims in the area. Thirty men were reported to be employed, 515 feet of development work was done, a 10-stamp mill was erected and buildings to accommodate 65 men were built. Mention is made of the Property in the 1901 and 1902 Minister of Mines Reports but, apart from further crown granting of claims, no details are given.

1933: B.W. Meister describes assays of 2.5 oz/t gold from the Wolf claims, located 1.5 kilometres east of the Maud S, at the present Meister showing (letter to the Nelson Chamber of Mines dated September 5, 1933).

1995: Prospecting by Bruce Doyle in 1995 led to the discovery of elevated gold values in mafic volcanics along the Munson road (the Cordierite showing). Claims were staked to cover this showing (then called the McPhee property). In subsequent years, as ground became open and as prospecting continued, additional claims were rearranged to form the present-day Property. Doyle completed a small soil geochemical sampling program over the Cordierite showing in 1995 which returned several single-station gold anomalies (Doyle, 1995).

1996 – 1997: Phelps Dodge optioned the property in 1996 and, in 1997, Fox Geological was contracted to complete a program of geological mapping, prospecting and rock and soil sampling on the claims. The work program focused on the pendant of mafic volcanics in the south-central portion of the present day Property and was designed to test for bulk tonnage copper-gold mineralization (Kulla, 1997). Phelps Dodge dropped their option on the Property in 1997, after failing to find evidence of a large copper-gold system.

1997 – 1998: Eagle Plains Resources/Miner River Resources optioned the Property late in 1997. In 1998, mapping, prospecting and soil sampling work primarily focused massive sulphide mineralization in the large pendant of hornfelsed metasediments in the northern part of the Property (Greig, 1998). After failing to obtain the necessary funding, the option on the Property was dropped in the fall of 1998.

1999: Doyle continued prospecting and rock and soil sampling in 1999. Prospecting was successful in discovering several new areas of mineralization on the claims, including the High Grade vein (which returned up to 20.7 oz/t gold), the Breccia showing (which assayed 2.5% lead, 2.4 oz/t silver) (BC Minfile 082FSW385) and the Scheelite/Curt Gold showing (which assayed 0.86% tungsten from one sample and 0.23 oz/t gold from a second) (BC Minfile 082FSW382). Prospecting also successfully located the Meister showings east of the Maud S and returned elevated gold values from old workings in this area (Doyle, 1999).

2000 – 2002: Cassidy Gold optioned the Property and, in September, 2000, completed a small diamond drilling program. Five holes, totaling 607 metres, were drilled. Three holes were drilled in the vicinity of the High Grade vein and two near the Maud S showing. None of the holes intersected gold mineralization (Augsten, 2000). Cassidy dropped their option on the Property in 2002, without completing any further work on the claims.

2004 – 2005: Firestone Ventures optioned the property and, in 2005, carried out a program of prospecting, rock sampling, soil sampling and geological mapping. Results to 32.2 g/t gold were returned from rock samples at the Meister showing and a sizeable gold soil anomaly was defined in the vicinity of the Marilyn showing, where elevated gold values in rocks were also returned (Schulze, 2005). Firestone dropped their option on the Property following the 2005 work program.

2007: Bruce Doyle completed a small rock sampling program at the Maud S and Meister showings. Samples were analysed by metallic screen fire assay method and showed the presence of coarse and fine gold in both areas (Doyle, 2007).

2007 – 2008: Medallion Resources examined the property in September 2007 (Clark, 2008) and subsequently optioned the Property with a view to exploring for a large tonnage open pit gold deposit.

Aeroquest Limited was contracted to fly a helicopter-borne mag-AeroTEM-radiometric survey over the claim block in the summer of 2008 (Darbha and Smith, 2008).

During 2008, Coast Mountain Geological was contracted by Medallion to compile data from the Property, carry out fieldwork on the Property and make recommendations for further work. A soil grid was established in the vicinity of the Maud S, Meister and Scheelite showings. A total of 41.7 line kilometres of grid was established and over 1700 soil samples were collected from the grid. An irregular gold soil anomaly was defined south of the Maude S showing and numerous single station gold anomalies were identified elsewhere on the grid. Several small test grids were also done to provide soil coverage over areas of interest defined by the airborne geophysical survey (Arenas, 2008). The 2008 work program also included petrographic studies from several samples of mineralization and wall rock from known mineral showings (Clark, 2009). Although follow-up trenching and drilling was recommended, the Medallion option was terminated in early 2009, after the company defaulted on property payments.

2009 – 2011: Swift Resources examined the Property in September 2009 and subsequently optioned the Property for its gold potential. During the winter of 2009-10, the company undertook a compilation of all of the previous work on the Property to build on Coast Mountain's 2008 database and to prioritize areas for further work on the Property. A program of prospecting, grid work, soil sampling and geological mapping was completed during 2010 (Caron 2010). A total of 904 soil samples were collected. In 2011, Swift Resources then completed 551 metres of diamond drilling in three holes, along with 147 metres of trenching accompanied by sampling and mapping.

2012 – 2017: Property owner, Bruce Doyle, continued to explore the Property for tungsten and gold collecting rock samples and lamping outcrops with UV light. In 2016, a grab sample of massive sulphides from within a brecciated zone returned 0.49% copper and 0.125% cobalt and led to the discovery of the BP showing (Doyle, 2016). *Note: the Author collected a confirmation grab sample at the BP showing during the Property visit which assayed 0.63% copper and 0.12% cobalt.

Geology

During the prior exploration programs, geological mapping at various locations and scales was initiated on the Cobalt Hill Property (Schulze, 2005; Grieg, 2008; Caron, 2010). As well, good regional mapping has been completed by the BC Ministry of Energy and Mines (Figure 3, Hoy and Dunne, 1998).

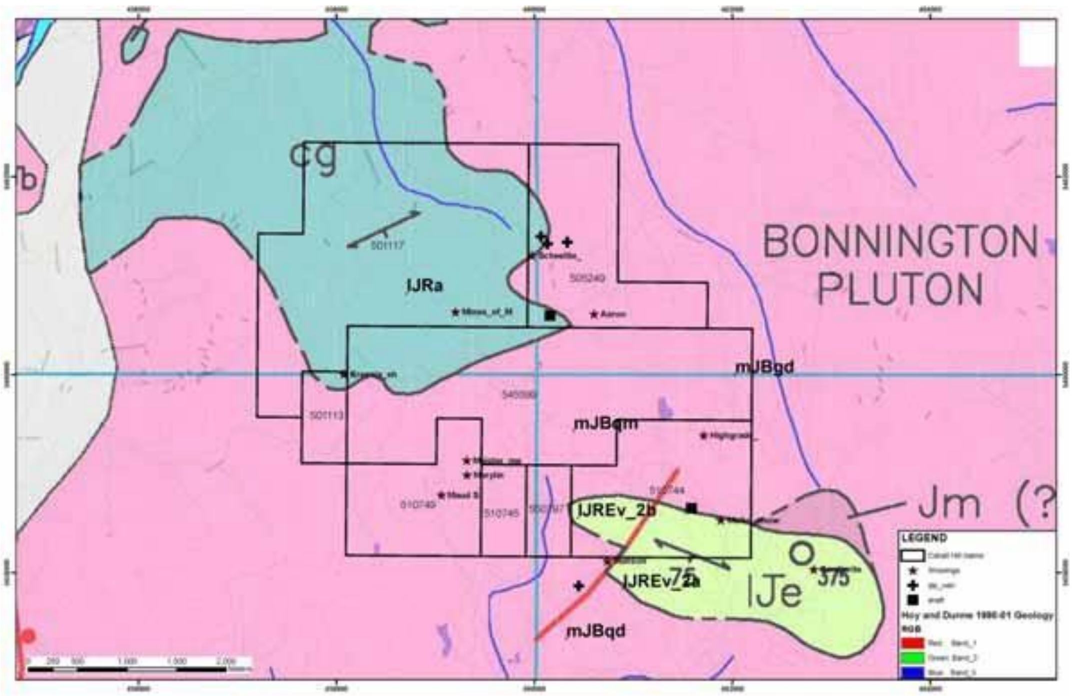


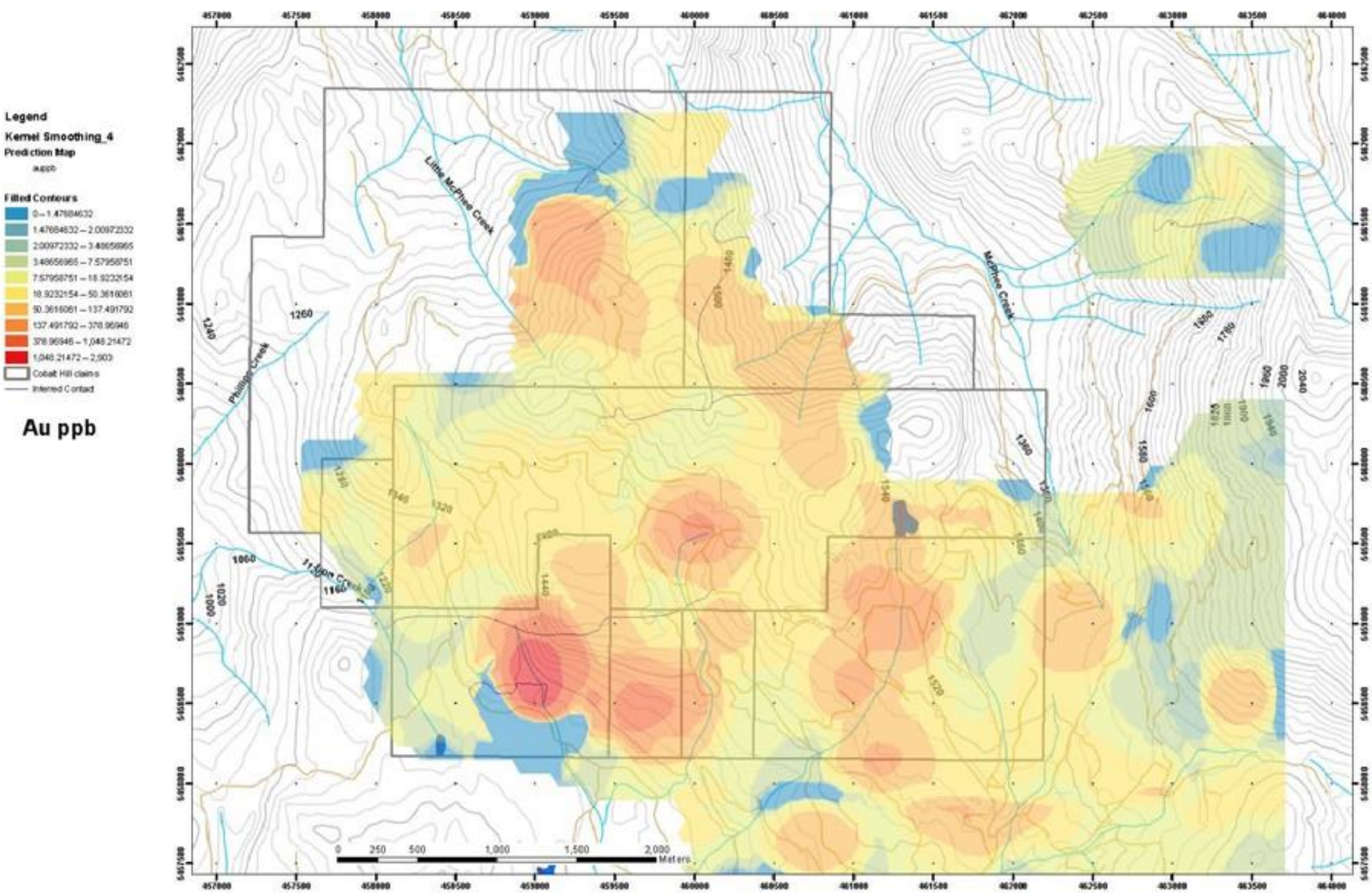
FIGURE 3: REGIONAL GEOLOGY MAP (After Hoy & Dunn, 1998)

Geochemistry - Soil

Between 1995 and 2017, soil geochemical sampling was carried out over much of the Property. Walcott has compiled and plotted gold, silver, copper and cobalt soil sampling results combining all sampling done on the Property, where copies of original assay certificates or digital data were available (Figures 4 to 7). Additional compilation work for the other elements is a key component of the Phase I recommended exploration program.

Historically, gold mineralization has been the priority for exploration targeting on the Property and gold soil geochemistry shows broad anomalous zones. The most prominent gold anomaly on Figure 4 lies in the southwest over the Maud S area. This anomalous feature trends northwest/southeast for 1.5 kilometres. Much historic prospecting and sampling has been completed in this area but a detailed structural geological analyses of the mineralization setting is required in order to fully understand the significance of this area. Another gold anomaly trends in a roughly arcuate form from the north central to the southeast portion of the claims.

FIGURE 4: GOLD SOIL GEOCHEMISTRY MAP



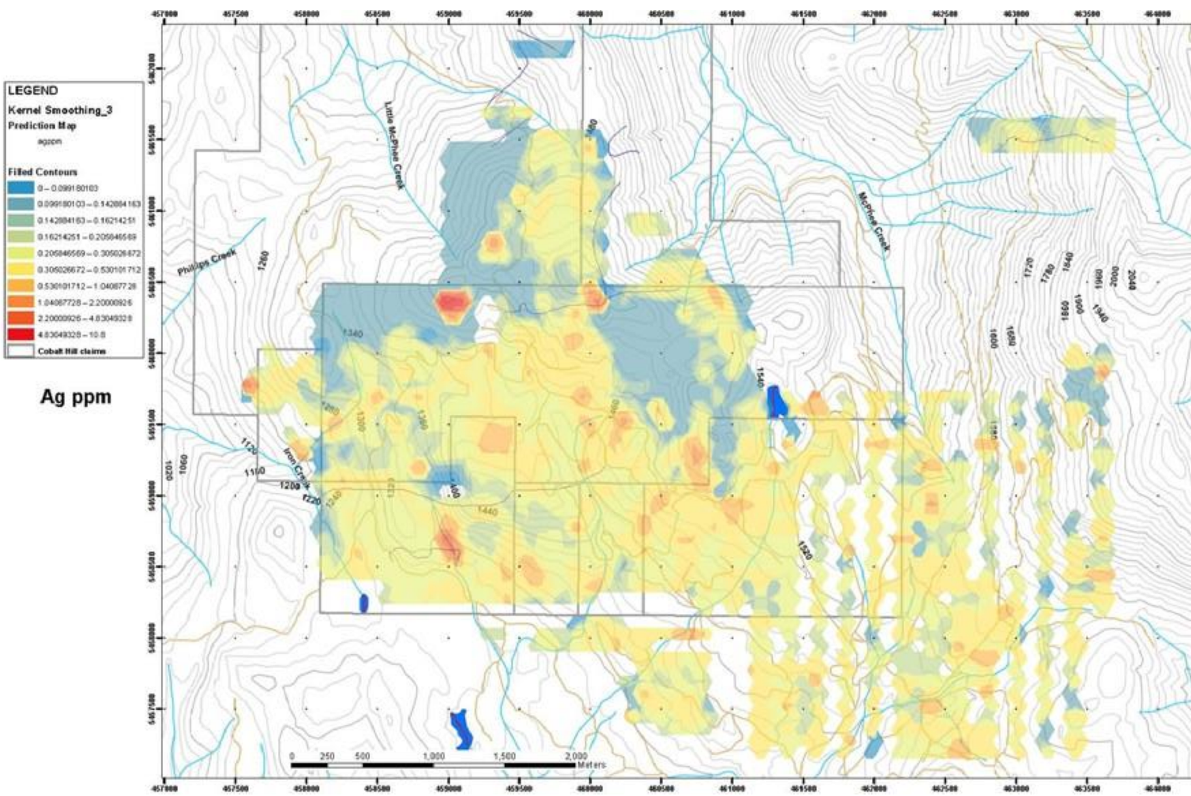


FIGURE 5: SILVER SOIL GEOCHEMISTRY MAP

Figure 5 shows contours of the silver soil geochemistry for the Property. The silver values are much more diffuse and do not show the same strong anomalous zones as seen on the gold soil plot.

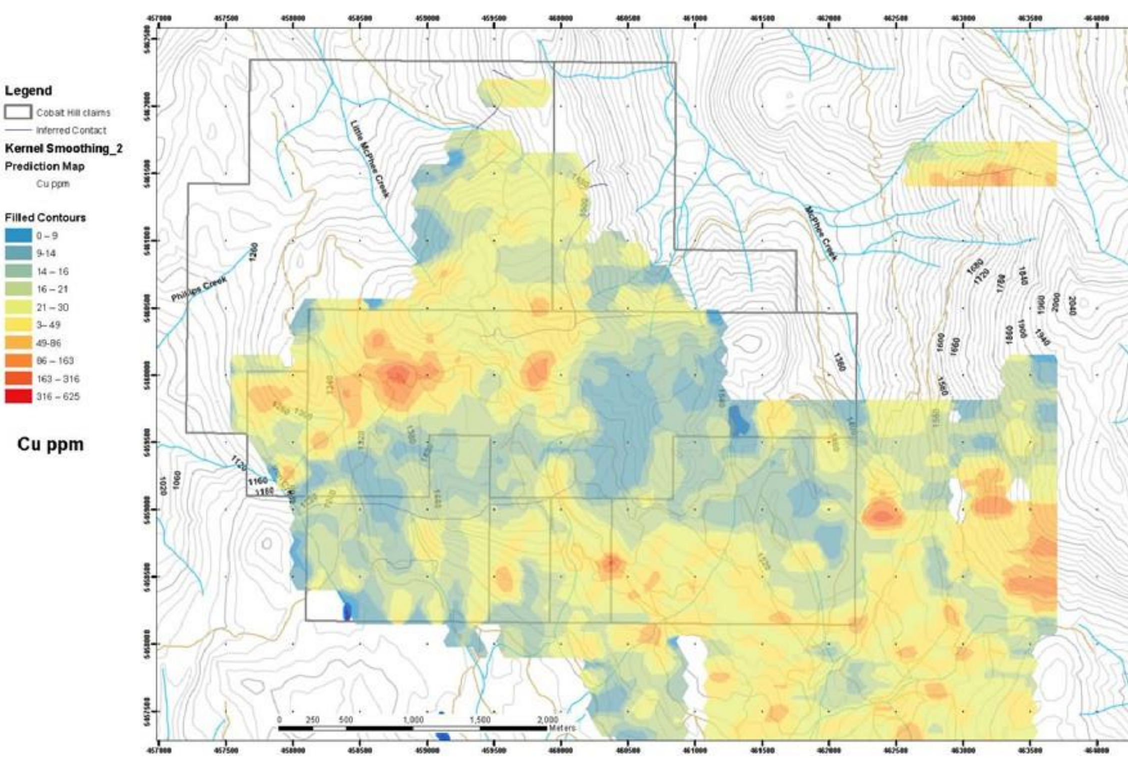


FIGURE 6: COPPER SOIL GEOCHEMISTRY MAP

Figure 6 showing the copper soil geochemistry has a good east-west trending anomaly from the west to the centre of the Property. This copper anomaly lines up quite well with a cobalt soil geochemical anomaly as seen on Figure 7. A second anomalous copper zone, in the south portion of the Property, does not have this same cobalt correlation and may reflect higher background levels in a pendant of the Rossland Group volcanics.

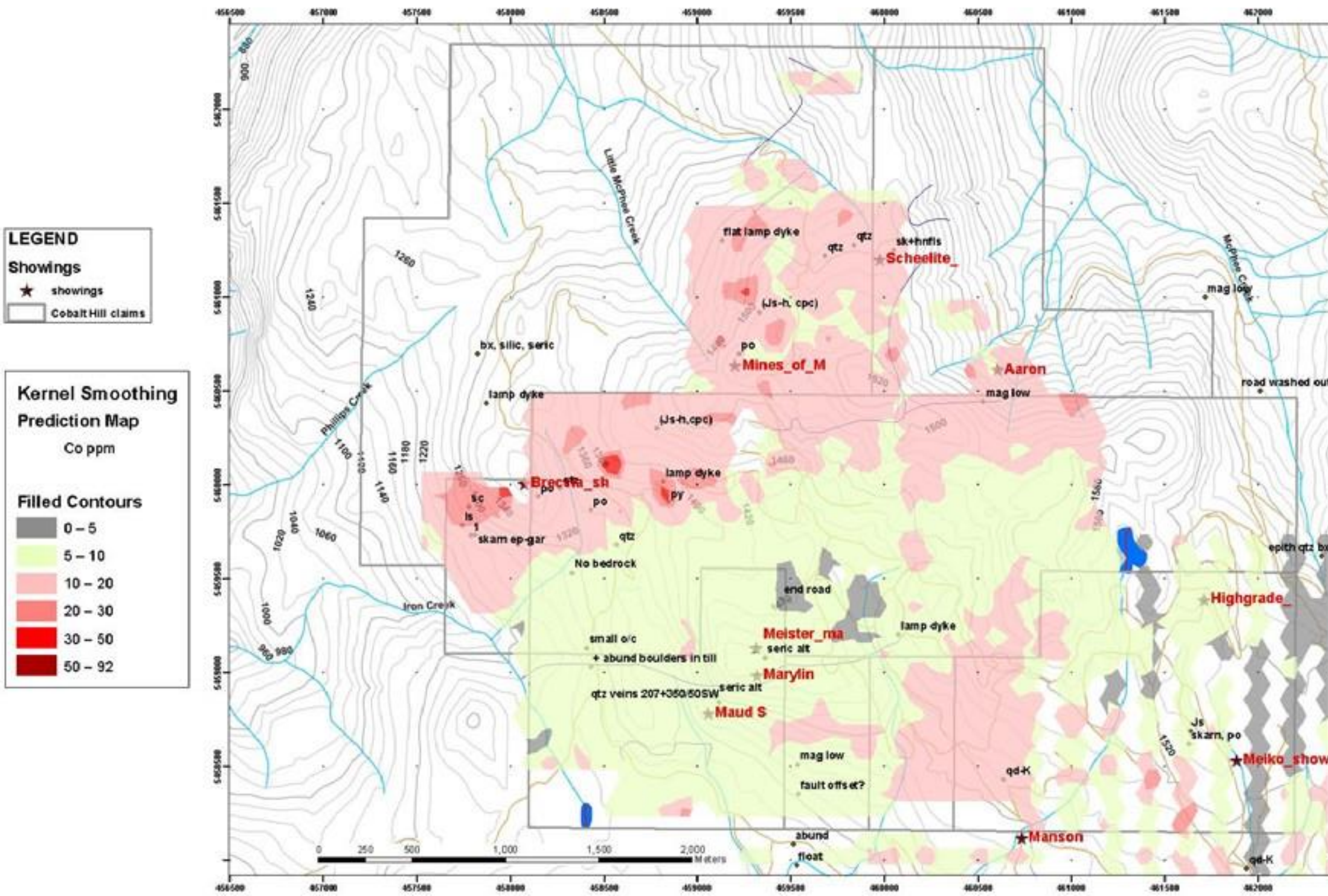


FIGURE 7: COBALT SOIL GEOCHEMISTRY MAP

Structural analysis of the geologic setting is required and needs to be compiled with the geochemical and geophysical signatures to determine the source and significance of the mineralized trends. In addition to continuing to pursue the precious metal targets on the Property, the Company should explore for the copper and cobalt potential.

The historic geochemical data appears to be of good quality and the results will be very useful in directing on-going exploration programs.

Geochemistry - Lithogeochemistry

Along with continued mapping and prospecting, several rock grab and chip sampling programs were conducted on the Property. Figure 9 shows the Property geology after Caron (2011) with the mineralized showings highlighted, along with select rock sample results from the various showings. These results confirm the widespread nature of the mineralization on the Property.

Airborne Geophysics

In 2008, Medallion Resources contracted Aeroquest Ltd. to conduct an airborne mag-AeroTEM-radiometric survey over the Property (Darbha and Smith, 2008). The first derivative aeromagnetics was effective at mapping geological contacts and major structures. Radiometrics (Th/K ratio) also helps define geological contacts and may be useful in identifying areas of strong sericite alteration associated with gold mineralization (Maud S area).

The airborne geophysical data, when combined with the recently completed ground survey, shows good correlation (see Exploration section of this report and Figures 12 and 17). The airborne data is of good quality and may be useful in identifying additional areas for ground geophysical follow-up. It will also be a key component in the recommended data compilation for the Property.

Trenching

In 2011, Swift Minerals completed 147 metres of trenching in 9 trenches (Caron, 2011). Although Swift had a larger claim holding than the Walcott tenures, their historic trenching and diamond drilling was located within the current Property. Table 2 shows select trench sample results and Figure 8 shows trench and diamond drill hole locations.

TABLE 2
SELECT TRENCH SAMPLE RESULTS

Trench	Area	Sample	Type	Interval	Au	Ag	Cu	Pb	As	W
					ppm	ppm	ppm	ppm	ppm	%
TR-11-02	Roadside	5319	grab	@9.87	2.6	5	132	61		
TR-11-02	Roadside	5320	grab	@5.21	1.0	4	82	43		
TR-11-05	Curt Gold	5323	chip	1.00	2.53	2.0	18	23	2900	
TR-11-05	Curt Gold	5325	chip	1.20	1.29	1.3	25	24	1457	
TR-11-06	Scheelite	5334	chip	1.00	1.34	3.4	327	21	7022	0.50
TR-11-06	Scheelite	5335	chip	1.00	0.03	2.0	324	1	20	0.81
TR-11-06	Scheelite	5336	chip	1.00	0.02	0.7	148	1	40	0.61
TR-11-06	Scheelite	5372	channel	3.00	0.04	2.4	554	1	12	0.22
TR-11-06	Scheelite	5373	channel	3.00	0.41	3.5	428	7	2127	0.16
TR-11-06	Scheelite	5374	channel	3.00	0.02	1.3	282	1	36	0.25
TR-11-06	Scheelite	5375	channel	4.00	0.03	1.1	271	1	72	0.13
TR-11-07	Curt Gold	5356	chip	0.30	1.37	0.6	8	5	857	
TR-11-08	BW	5363	chip	0.15	1.62	6.1	7	999	2882	
TR-11-08	BW	5364	chip	0.50	1.90	2.0	8	108	>10000.0	
TR-11-08	BW	5365	chip	0.40	2.49	5.8	14	537	7184	
TR-11-08	BW	5366	chip	0.50	31.25	57.5	13	7902	>10000.0	
TR-11-08	BW	5367	chip	0.50	3.07	29.4	10	2927	8147	
TR-11-08	BW	5368	chip	0.40	1.02	1.3	2	113	3804	
TR-11-08	BW	5371	chip	0.50	1.20	1.0	24	71	4233	

Trenches TR-11-03 and 04 did not intercept bedrock due to deep overburden. Trenches TR-11-01 and TR-11-09 did not return any analytical results of significance. The best overall results were from TR-11-08 in the BW zone, where all gold results ranged from 0.2 up to 31.25 ppm gold.

Trenching, in areas with little overburden, is a good tool for exploring for sources of geochemical and geophysical anomalies.

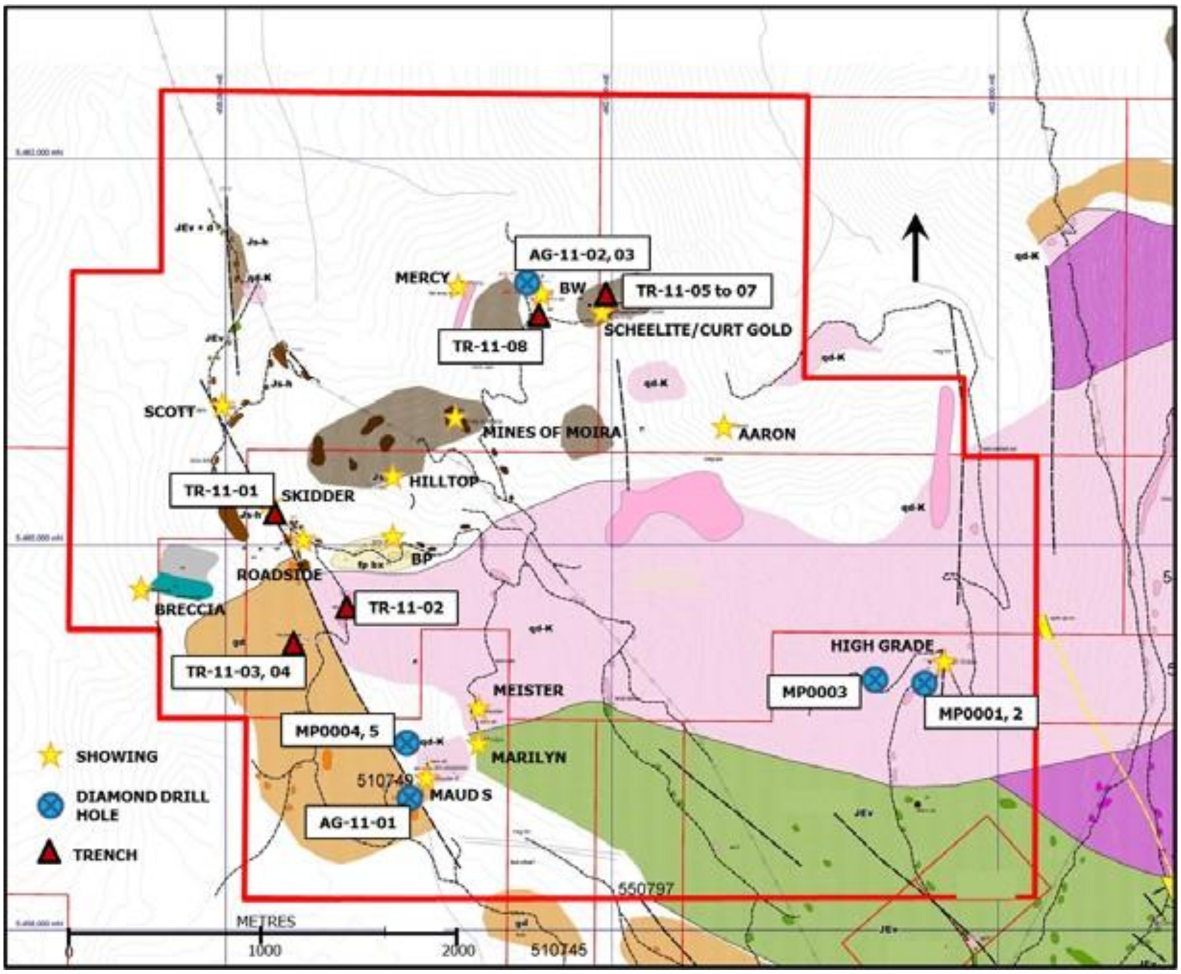
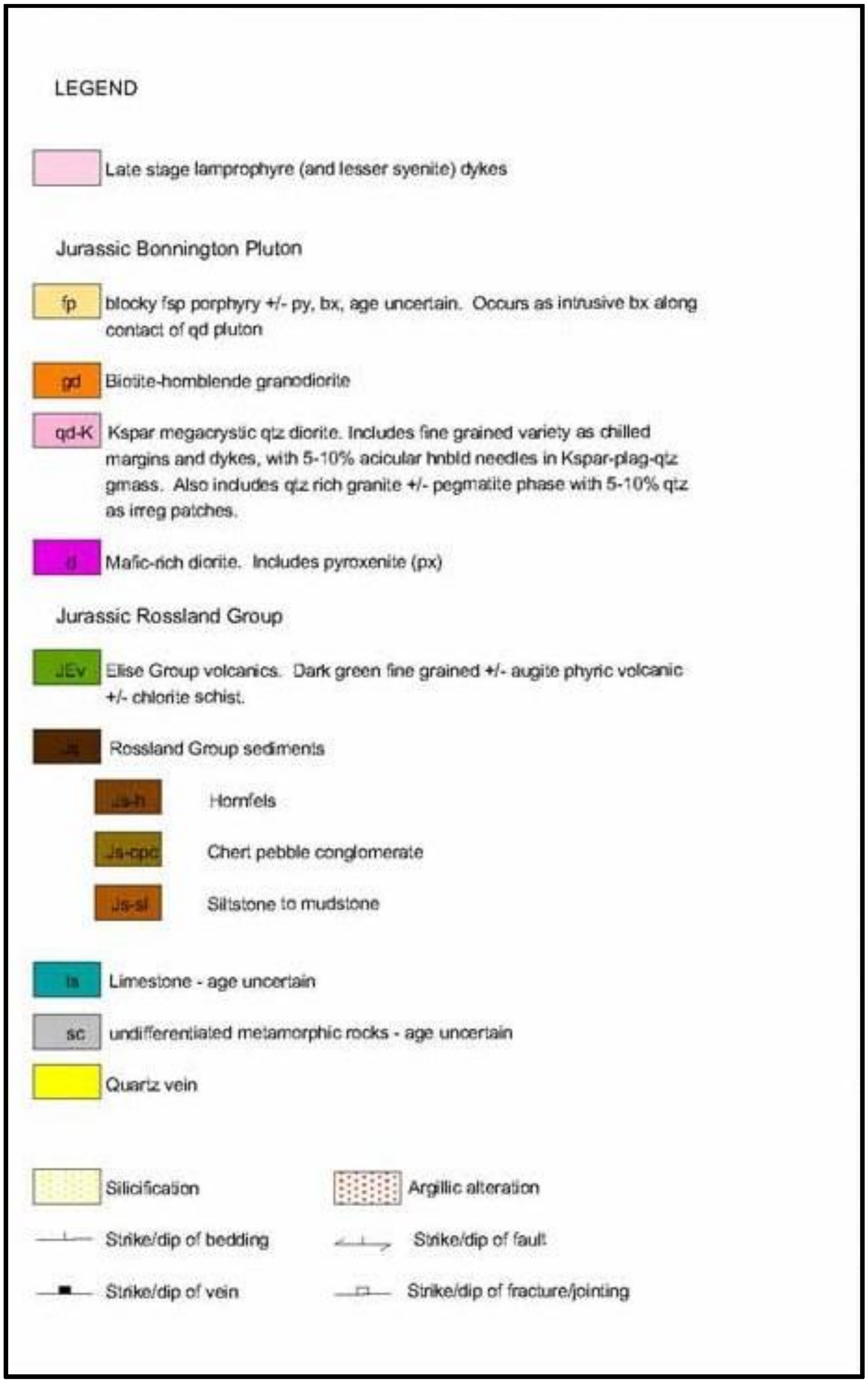


FIGURE 8: PROPERTY GEOLOGY (Caron, 2011) WITH DRILL HOLE AND TRENCH LOCATIONS



LEGEND TO ACCOMPANY FIGURES 8 & 9 (Caron, 2011)

Diamond Drilling

Two small diamond drilling programs were previously conducted on the Property. Drill collar specifications can be seen in Table 3. Drill hole locations are plotted on Figure 8.

In 2000, Cassidy Gold Corp drilled 5 holes totalling 607 metres. Three of the holes were located in the vicinity of the High Grade vein and two near the Maud S showing.

In 2011, Swift Resources completed 551 metres of diamond drilling in three holes; one at Maud S and two on the BW vein.

TABLE 3
DRILL HOLE SPECIFICATIONS

Hole	Company/Year	Collar - Easting	Collar - Northing	Azimuth	Dip	Total metres
MP0001	Cassidy/2000	461742	5459388	240	-45	90.53
MP0002	Cassidy/2000	461707	5459371	240	-45	29.26
MP0003	Cassidy/2000	461309	5459302	240	-45	91.44
MP0004	Cassidy/2000	458906	5458770	70	-45	180.14
MP0005	Cassidy/2000	458829	5458745	70	-45	215.49
AG-11-01	Swift/2011	459012	5458652	8	-50	196.88
AG-11-02	Swift/2011	459588	5461273	90	-50	172.50
AG-11-03	Swift/2011	459568	5461365	90	-50	181.64

None of the Cassidy holes intersected significant mineralization from near the High Grade and Maud S showings (Augsten, 2000).

In Swift's hole AG-11-01, the only result of interest was a narrow quartz vein, intersected from 10.19 to 10.29 metres down the hole, which returned 454.4 g/t Au and 85 g/t Ag over the 10 cm vein width. Holes AG-11-02 and 11-03 were drilled to test the BW vein, down-dip from the trenched exposure. Gold values from trench samples of the vein were consistently elevated, ranging from 0.2 g/t Au to a maximum of 31.25 g/t Au over 0.5 metres in one sample. Although geologically interesting, there were no analytical results of interest from either hole at the BW showing (Caron, 2011).

The analytical data, airborne geophysical survey results, trenching, drilling and geological mapping all appear to be of good quality carried out to professional standards. This data will be useful for compilation work and for directing on-going exploration programs. There is no reason to doubt the veracity of results and conclusions from historic reporting by prior operators.

Geological Setting and Mineralization

Regional Geology

The Property covers a portion of the mid to late Jurassic Bonnington pluton, as well as embayments and roof pendants of the older Rossland Group sediments and volcanics that occur within the intrusive. The geological setting of the Property and surrounding area is shown on Figure 3, modified from Hoy and Dunne (1998).

The Rossland Group is divided into three formations, the basal Archibald Formation, the overlying Elise Formation and the upper Hall Formation. The Archibald Formation consists of coarse clastic metasediments. Mafic volcanics and lesser sedimentary rocks comprise the Elise Formation, while the Hall Formation consists of coarse to fine metasediments.

The Bonnington pluton, a multi-phase intrusion of dominantly granodiorite to quartz diorite composition is surrounded by a contact aureole 0.7 to 1.8 kilometres wide. Within this contact aureole, the older rocks that have been intruded are highly metamorphosed and hornfelsed and it can be difficult to recognize original lithologies. Zones of skarn alteration and mineralization are commonly developed in more calcareous metasediments.

The Champion Lake Fault is exposed to the west of the Property and just east of the Columbia River. It forms, in part, the western boundary of the Bonnington pluton. The fault is a deep-seated regional extensional fault that extends along strike for more than 100 kilometres. The Champion Lake fault is a moderately east dipping Eocene-age fault, with east-side down normal movement which on-strike to the north is referred to as the Slocan Lake fault. The Property sits in the immediate hanging-wall of the Champion Lake fault and this may be significant from the point of view of mineralization.

Northwest-trending, east-side down Eocene-aged normal faults, such as the Erie Creek fault, are important structural features in the area. Several strong northwest-trending faults of this set cross the Property and are associated with known zones of alteration and veining.

Property Geology

During 2010, property-scale mapping was completed by Swift Minerals to update and expand on earlier work by others, most notably Greig (1998) (Figures 8 and 9).

Outcrop on the Property is variable, averaging less than 10 percent, and portions of the Property are covered by thick glacial till with no rock exposure. This is particularly true of the southern part of the claim block. Glacial striations have been observed on scoured outcrops on the Property and suggest ice movement from the northwest to the southeast.

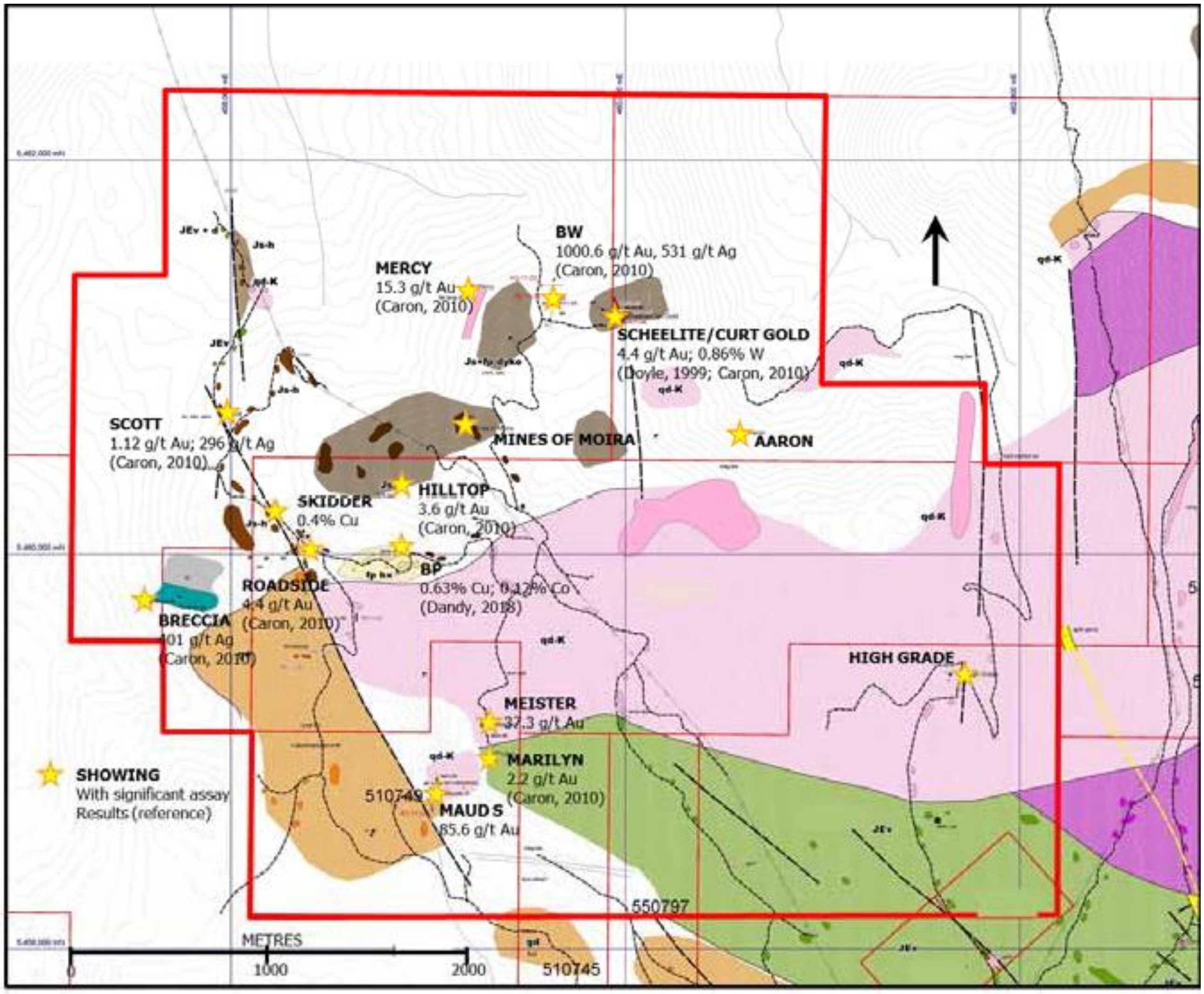


FIGURE 9: PROPERTY GEOLOGY MAP (Caron, 2011) WITH SHOWINGS AND SELECT RESULTS

In general, the Property covers a portion of the multi-phase Bonnington pluton which has intruded sedimentary, volcanic and subvolcanic rocks of the Jurassic Rossland Group. These older rocks occur as embayments, pendants and possible fault slices within the pluton and are typically metamorphosed with relic textures preserved only locally.

The pluton can be divided into various phases, including medium grained biotitehornblende granodiorite, K-feldspar megacrystic hornblende quartz diorite, blocky feldspar porphyry, fine grained quartz diorite, mafic-rich diorite and fine grained felsic granite or K-feldspar syenite. Aplite dykes are common. A coarse-grained pyroxenite occurs in the northeastern part of the Property which may be a phase of the Bonnington pluton or may be a later intrusive cutting the Bonnington suite.

A 3 x 1 kilometre, east to southeast trending pendant of mafic volcanics and subvolcanic intrusives occurs in the south-central part of the Amazing Grace property. Rocks within this pendant belong to the Rossland Group (Elise Formation) and include meta-gabbro and mafic volcanics and volcaniclastics. These rocks are variably magnetic and largely metamorphosed to chlorite schist. Relic bedding is noted locally in volcaniclastic phases but generally primary textures are overprinted by east-southeast trending, steeply southdipping foliation. Augite porphyry textures are commonly preserved in the mafic volcanics.

In the northern part of the Property, metasedimentary rocks form a major east-west trending, 1.5 to 3 kilometre wide band. The sediments include mudstone, siltstone, quartzite and a distinctive chert pebble conglomerate. In many places they are fine grained, dark purple-grey to brown in colour, strongly hornfelsed and siliceous, with rusty weathering surfaces. Where hornfelsing is intense, it is difficult to identify relic lithologies. Pyrite and pyrrhotite are common within the hornfelsed metasediments, as fine veinlets, fracture coatings, disseminations and local massive pods. Numerous historic prospect pits and shafts were dug on sulphide zones within the hornfelsed metasediments but, as a rule, there are no significant precious metal values associated with these areas.

In the western part of the Property, in the vicinity of the Breccia showing, a west-northwest trending band of limestone up to 50 metres wide occurs with local strong garnet-epidote-pyroxene skarn zones developed. The age of the limestone is unknown.

Late stage basalt, lamprophyre and syenite dykes, part of the Eocene Coryell suite, cut all of the above units.

The most prominent structural features on the Property are the late-stage (Eocene) faults. Two fault sets are recognized, northwest-trending, moderately east-dipping normal faults (of the Erie Creek set), and steep (later?) north-trending faults with inferred strike-slip movement. Large zones of intense alteration (sericitic, argillic, carbonate, silica) occur along northwest trending normal faults, with gold-bearing quartz veins along and in the hanging-wall of these structures. Alteration of Eocene dykes along these fault zones supports an Eocene age to this hydrothermal event.

Mineralization

There are many known showings on the Property which can generally be categorized into two types: mineralization related to intrusion of the Bonnington pluton; and mineralization related to Eocene-aged structural activity.

Five Minfile showings are situated on the Property: Maud S (082FSW325), BW (082FSW382), Hilltop (082FSW383), Breccia (082FSW385) and Scott (082FSW396).

A good, detailed description of the numerous mineralized showings located on the Property is presented by Caron (2010) and is summarized below. Figure 9 shows the locations of the various showings on the Property.

<u>Maud S System (includes the Maud S, Marilyn, Meister, Scott, Roadside and Skidder showings)</u>

The “Maud S System” describes the large mineralizing system that encompasses numerous discrete but related showings (i.e. the historic Maud S area, Marilyn, Meister, Manson etc.). An interpretation for this system is that hydrothermal fluids have been focused along one or more major northwest-trending, moderately east-dipping faults, with leakage occurring along fractures in the hanging wall of the faults. Wide zones of alteration, brecciation and local quartz veining are common along the northwest trending faults, which can be traced on strike for several kilometres.

Alteration and mineralization is also concentrated along east-west or northeast trending dilation zones between the northwest trending structures. Sampling to date suggests that these dilation zones represent a better exploration target than the northwest trending structures but both are considered high priority targets for further work (Caron, 2010).

The main northwest trending structure is situated in the gully to the west of the Maud S adits. It can be followed from this area for approximately 2.5 kilometres to the northwest where the Scott showing is located. For most of its strike length, the Maud S fault cuts various phases of the Bonnington pluton but it can be traced to the northwest of the intrusive contact into hornfelsed metasediments. Several areas of quartz veining with elevated gold values have been located in outcrop or subcrop, along or in the hanging wall of the Maud S fault between the Maud S and Scott showing. It is unclear whether the Meister and Manson showings reflect alteration and veining along a parallel, northwest trending structure (situated approximately 500 metres to the east) or whether the Maud S fault has been offset to the east.

Descriptions of known areas of veining and mineralization within the Maude S system are as follows. The historic Maude S showing consists of one or more narrow gold-bearing quartz veins, trending 350o/50oW and hosted within massive biotite-hornblende granodiorite. These veins are interpreted to represent leakage of fluids from the underlying northwest trending fault zone along tight fractures in the hanging wall. Veins pinch and swell along strike, ranging from 15 to 35 centimetres in thickness, and have been explored by several historic adits. The lower (southern) adit follows one particular narrow quartz vein on strike for approximately 100 metres. In the adit, the vein can be observed to locally splay into a weak stockwork zone which ranges up to several metres in width. There is no significant associated wall rock alteration associated with the vein.

To the southeast, uphill from the lower adit, a historic trench exposes a 0.5-1 metre wide quartz-filled shear zone, trending 270o/90o. Within the shear zone, the host granodiorite is strongly altered to sericite. Several small bedrock exposures nearby, within coarse boulder talus, expose zones of sheeted and stockwork quartz veinlets. The zones of veining are associated with strong to intense sericite alteration and local silica flooding and are interpreted as representing a dilation zone resulting from movement along the northwest trending structures. Quartz veinlets within these zones commonly contain narrow bands of black pyrite/arsenopyrite and return high grade gold values.

The Meister showing is located about 300 metres to the northeast of the Maud S adits. A zone of sheeted quartz veinlets within strongly sericite altered intrusive has been explored by several historic trenches and test pits. Quartz veinlets trend approximately 310o/70oSW and contain elevated gold values, to a maximum of 37.3 g/t Au returned from one select grab sample (Caron, 2010). Several outcrops of strong to intense sericite (+ quartz, pyrite) altered intrusive with minor quartz veining are located approximately 175 metres south southwest of the Meister showing. Elevated gold values, to 2.2 g/t Au over 3 metres, have been returned from samples collected from this area (the Marilyn showing).

The Manson showing is a large zone of alteration located 2 kilometres southeast of the Meister showing. Multiple strong zones of argillic and carbonate-sericite altered intrusive occur along northwest trending structures in outcrop along the South Munson road over a distance of approximately 600 metres. The Manson alteration zone is interpreted as being part of the same structure which controls the Meister showing.

The Scott showing is a surface exposure of the northwest trending Maud S fault, just north of the intrusive contact along the West Munson road in the northwest part of the Property. Rubble and outcrop along the road show strong brecciation and local sericite alteration, silicification and quartz veining within metasediments, over a distance of about 50 metres. The exposed zone of alteration and veining sub-parallels the trend of the fault, with slickensided fracture surfaces at 315o/65o NE. Quartz veins and veinlets within the fault zone contain fine dusty pyrite and minor arsenopyrite, galena and sphalerite, with values to 1.12 g/t Au, 296 g/t Ag, 1.8% Pb and 0.17% Zn returned from rock samples collected. Approximately 750 metres southeast of the Scott showing, significant quartz float and subcrop occurs along an old skidder road immediately east of the swampy draw that marks the surface trace of the Maud S fault, (the Skidder showing). Locally, patchy streaks and fine bands of arsenopyrite occur within the quartz at the Skidder showing and elevated gold values have been returned from limited surface grab samples collected. A further 350 metres to the southeast, subcrop along a roadcut reveals an area of brecciated quartz veining with minor pyrite (the Roadside showing). Surface grab samples showed elevated gold values from this area (4.41 g/t Au). Several old pits and trenches are located on a small knoll within heavy cedar forest with scant outcrop a further 150 metres to the southeast. Elevated gold values have also been returned from surface grab samples of quartz vein material in this area (3.6 g/t Au).

Scheelite Showing

Widespread hornfelsing and more local pyroxene +/- garnet skarn occur within metasediments in the vicinity of the Scheelite showing. Locally, pyrite and pyrrhotite is present as clots, veinlets and fine-grained disseminations. At the Scheelite showing, a small hand stripped area within heavy forest exposes skarn-altered metasediments, with disseminated molybdenite and scheelite. Values to 0.86% W and 0.2 % Mo returned from rock samples collected from the Scheelite showing. Anomalous gold values, to several g/t gold, have also been returned from this area. The showing is untested by any modern trenching or drilling and the extent of alteration and mineralization are unknown.

Curt Gold Showing

Approximately 100 metres to the north of the Scheelite showing, a zone of quartz flooding and stockworking veinlets occurs in sheared, sericite-chlorite altered, pyrite-arsenopyrite bearing metasediments. Anomalous gold values to 4.4 g/t Au have been returned from this area, which was discovered by prospecting follow-up to a gold soil anomaly. The showing is poorly exposed and its orientation and size are unknown and, apart from limited rock sampling, it remains untested. The Curt Gold and nearby Scheelite showings may be related to a steep north-trending fault which offsets the intrusive/metasediment contact.

Aaron Showing

The Aaron showing is a zone of argillic, sericitic and chloritic alteration and associated quartz +/- carbonate veining within the Bonnington pluton, which is located approximately 900 metres southeast of the Scheelite showing. The alteration zone was discovered in follow-up to a gold soil anomaly, with values to 312 ppb Au. Placer gold is present in streams draining the area but rock sampling to date has failed to return any significant values.

Mercy Vein

The Mercy showing, located 400 metres west of the BW vein on a steep northwest-facing hillside, was discovered in follow-up to a 500 ppb Au and 580 ppm As soil anomaly. Apart from minor surface rock sampling, this showing is untested. Rock samples from a narrow quartz-filled shear zone in hornfelsed sediments have returned values to 10 g/t Au while samples from a quartz vein of unknown size in subcrop nearby graded 16 g/t Au.

BW Showing

The BW showing is situated in a heavily forested area with minimal outcrop in the northern part of the Property. The showing is the site of a caved historic adit/opencut with a modest sized dump pile of quartz vein material, some of which is nicely mineralized with fine grey banded sulfides (galena, pyrite, arsenopyrite, sphalerite). The vein is not exposed in-situ but dump material suggests it is hosted in chlorite-sericite altered metasediments. Numerous high grade gold assays have been returned from samples of vein material from the dump to a maximum of 1000.6 g/t Au (Caron, 2010).

Mines of Moira

Numerous prospect pits and historic shafts test areas of higher sulfide content within hornfelsed metasediments in the northern part of the Property. The most extensive workings explore pods and zones of massive pyrrhotite, with minor chalcopyrite, on a prominent east-west trending ridge of hornfelsed quartz pebble conglomerate, approximately 500 metres north of the Bonnington intrusive contact.

Numerous samples collected from this style of mineralization by various workers have failed to return any significant precious metal values.

Breccia Showing

A band of limestone, approximately 50 metres wide, is exposed in outcrop on a steep west facing slope. Limestone hornfels and skarn alteration (garnet-epidote-pyroxene with local pyrite, magnetite and galena) can be observed in scattered outcrops over a distance of several hundred metres, generally following the southern contact of the limestone. At the Breccia showing, a small zone of limestone breccia contains poddy zones of semi-massive galena and minor sphalerite. Select grab samples from the limestone breccia zone have returned values to 15.9% Pb and 401 g/t Ag but generally results are much lower.

The Property exhibits widespread gold mineralization generally associated with narrow, often wide-spaced, quartz veins. This high grade gold mineralization has been found in numerous locations throughout the Property and is well described in the above referenced report.

Subsequent to Swift Minerals holding the property, additional work by Doyle (Dandy, 2018; Doyle; 2015) has combined prospecting and sampling work on gold areas along with exploration for tungsten and copper +/- cobalt +/- silver.

To summarize, in addition to the gold-bearing quartz vein system, copper mineralization has been noted in several locations. Soil geochemistry has found anomalous copper zones within altered and often brecciated sections of the intrusive Bonnington pluton. Bands of massive pyrite +/- pyrrhotite +/- chalcopyrite occur within the altered and brecciated intrusion adjacent to the contact with the Elise Formation rocks (Caron, 2011). Along with the copper mineralization, cobalt geochemical values of interest have been noted.

Deposit Types

The Property exhibits intrusive related (orogenic) model characteristics coincident with a gold vein system (Ash and Alldrick, 1996). This has been noted in historic assessment reports describing gold mineralization obtained from various sampling programs. Gold-bearing quartz veins and veinlets occur with minor sulphides and crosscut a wide variety of host rocks. They are often localized along major regional faults and related splays. The wallrock is typically altered to silica, pyrite and muscovite within a broader carbonate alteration halo.

This mineral deposit type is a major source of the world's gold production and accounts for approximately one quarter of Canada's output. These deposits may be difficult to evaluate due to the "nugget effect" or irregular distribution of the higher grade gold mineralization (Ash and Alldrick, 1996).

Individual deposits average 30,000 tonnes with grades of 16 g/t Au and 2.5 g/t Ag and may be as large as 40 million tonnes. Many major producers in the Canadian Shield range from 1 to 6 million tonnes at grades of 7 g/t Au. The largest gold-quartz vein deposit in British Columbia is the Bralorne-Pioneer which produced in excess of 117,800 kilograms of gold from ore with an average grade of 9.3 g/t Au (Ash and Alldrick, 1996).

A mineralization associated with a second vein type deposit model is also apparent on the Property. Poly-metallic veins are sulphide-rich veins containing sphalerite, galena, silver and sulphosalt minerals in a carbonate and quartz gangue. These veins can be subdivided into those hosted by metasediments and another group hosted by volcanic or intrusive rocks. The latter type (as seen on the Property) of mineralization is typically contemporaneous with emplacement of a nearby intrusion.

Historically, these veins have been considered to result from differentiation of magma with the development of a volatile fluid phase that escaped along faults to form the veins. More recently researchers have preferred to invoke mixing of cooler, upper crustal hydrothermal or meteoric waters with rising fluids that could be metamorphic, groundwater heated by an intrusion or expelled directly from a differentiating magma. Any development of genetic models is complicated by the presence of other types of veins in many districts. For example, the Freiberg district has veins carrying F-Ba, Ni-As- Co-Bi-Ag and U. At Cobalt Hill, sulphide veins containing Pb-Ag occur but others are pyrite-rich and carry Cu-Co-Ag mineralization and do not fit the classic polymetallic vein model.

At this point, continued exploration for gold mineralization should be conducted using an intrusive related gold deposit model. However, exploration for the Cu-Co mineralization cannot be confined to a particular model style at this point. Exploration should be conducted with consideration that the mineralization may correlate to a polymetallic vein type model or determine if other (porphyry, skarn or massive sulphide) model characteristics may emerge.

Exploration

A ground geophysical survey completed by Walcott between February and April 2018 is the only work completed on the Property by the Company. As well, in February 2018, three confirmation rock grab samples were collected by the Author during the Property visit. A total of $74,502 was spent on the early 2018 exploration program.

Ground Geophysics

The following is summarized from Cook (2018).

A ground-based geophysical survey was completed from February to April, 2018. Processing of the magnetic data consisted of standard procedures (removal of diurnal variations, removal of International Geomagnetic Reference field and reduction to the pole) followed by application of filters to minimize short-wavelength station to station noise. Processing of the VLF-EM data consisted of organising the lines into appropriate orientation, filtering each profile and 2D inversions of each profile. These provide estimates of conductivity structure in the near subsurface. The 2D inversions were then combined into a map of the conductivity in the west grid that shows prominent conductive features in the southwest and west.

Two types of geophysical data were recorded and analysed in this study: ground-based magnetics and ground-based VLF-EM. The data were acquired in a north-south oriented grid comprising 50.5 line kilometres. The grid is located within a region that was flown by the 2008 Aeroquest mag-AeroTEM-radiometric survey (Darbha and Smith, 2008). The objectives of the project were twofold:

1. to determine if polymetallic veins may be observed on the high resolution geophysical data, and
2. to map magnetic and/or electrically conductive features that may not be visible at the surface or that may project to the surface.

The geophysical data were acquired using a GEM Systems, Inc. GSM-19 Overhauser magnetometer/VLF. Acquisition took place along a series of north-south lines that combined into a more-or-less L-shaped grid.

Lines were spaced 50m apart and stations were space 12.5m along each line. The lines are numbered according to their UTM easting values. Thus, the line along UTMe = 459000 is labelled '9000', UTMe=458500 is labelled line '8500' and so on. The grid has irregular margins due to variable access and topography. The station spacing along each line is 12.5m. However, GPS locations were taken every 50m so that UTM coordinates and elevations were linearly interpolated for each 12.5m interval between readings prior to processing.

Once the station data were assigned UTM coordinates and elevations from the interpolations, the results were plotted in order to check quality control that might indicate stations out of place either in lateral position or in elevation. From there, the magnetic and VLF-EM data were processed separately.

Magnetic Data

Processing of magnetic anomaly data consists of three procedures prior to application of advanced processing to locate and analyse important anomalies. The three procedures are:

1. adjustments for diurnal (short-term) variations in the Earth's magnetic field,
2. adjustments for variations in the Earth's regional field, and
3. reduction to the North Pole.

These processing applications transform the data such that anomalies will tend to be symmetric above magnetic sources.

Once the magnetic data have been processed, the resulting gridded data can be treated with different approaches. There are two fundamentally different types of analyses that can be applied to data such as these. They are:

1. Identification and analyses of individual magnetic anomalies. Magnetic measurements respond to the magnetic susceptibilties of the rocks and susceptibilities can vary by several orders of magnitude. Hence it is not uncommon to have individual magnetic anomalies that may be several hundred times adjacent background values; and
2. Mapping of structural characteristics (e.g., faults, shear zones, etc,). Because the magnetic susceptibilities do have a large variation in rocks, subtle features that may not have large contrasts can be important to delineate structure and may be visible with appropriately processed magnetic data.

Figure 10 displays the magnetic data after removal of the diurnal effect, removal of the approximate Earth's field (IGRF) and reduction to the North Pole. Two characteristics stand out. First, there are several point-like anomalies throughout the map. Second, there is a prominent northeast-southwest oriented gradient in the southern part of the grid area.

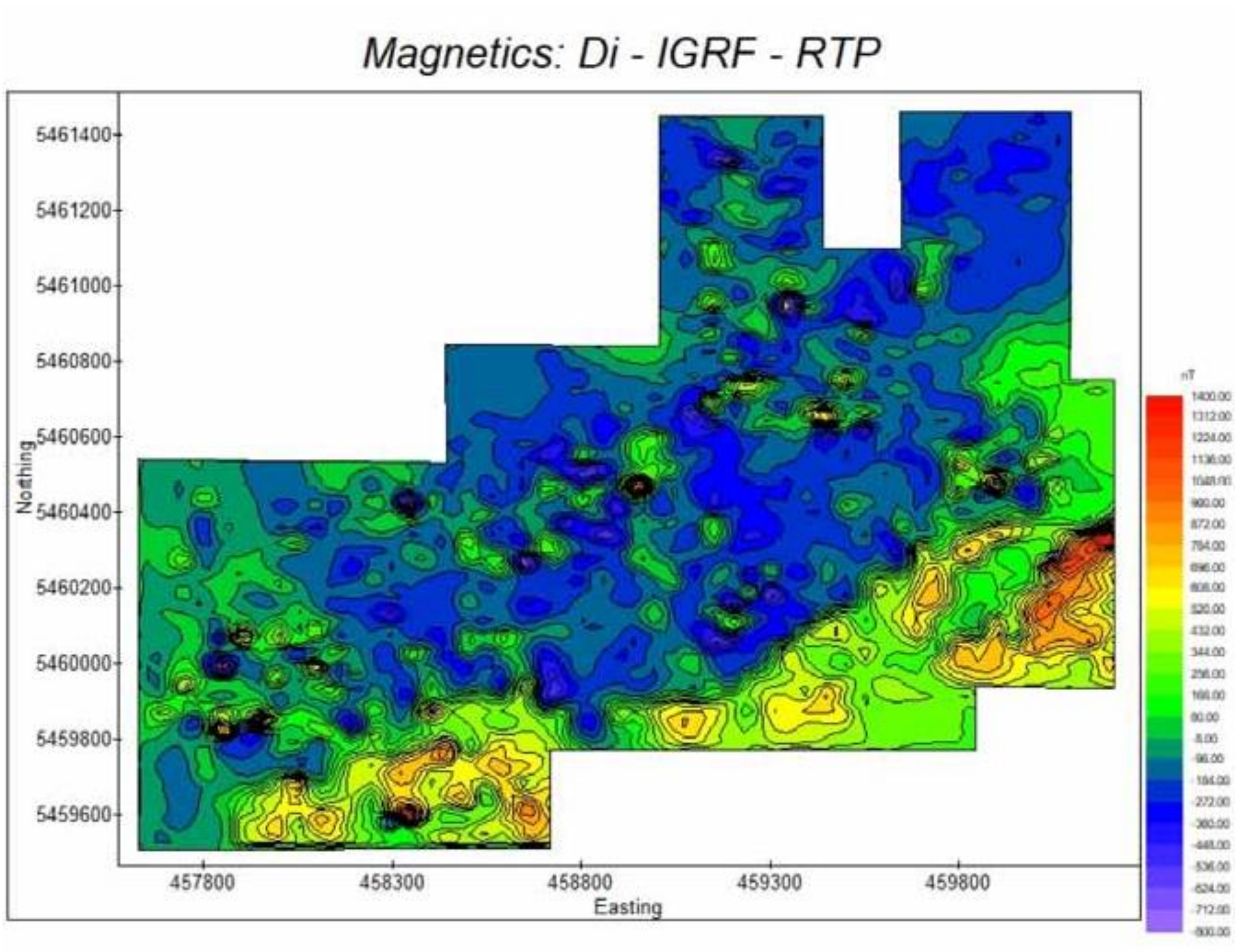


FIGURE 10: MAP OF MAGNETIC ANOMALIES AFTER REDUICTION TO THE POLE

When analysing ground based data, there are typically a number of very short wavelength station-to-station anomalies that can appear as anomalies from point sources. In many cases, these features are caused by local variations in elevation along the line, variations in GPS readings and/or local variations in magnetic susceptibility. Typically, which of these is relevant for a specific anomaly is not known but the effect can be attenuated by applying a filter to minimize the short wavelengths. This has been done for the map in Figure 11 using a 25m upward continuation for a much smoother map.

As a result, the anomalies labelled A and B are still prominent after the filtering and are therefore almost certainly responses to magnetic features near the surface. Anomaly pattern C in Figure 11 is the northeast-southwest gradient mentioned earlier.

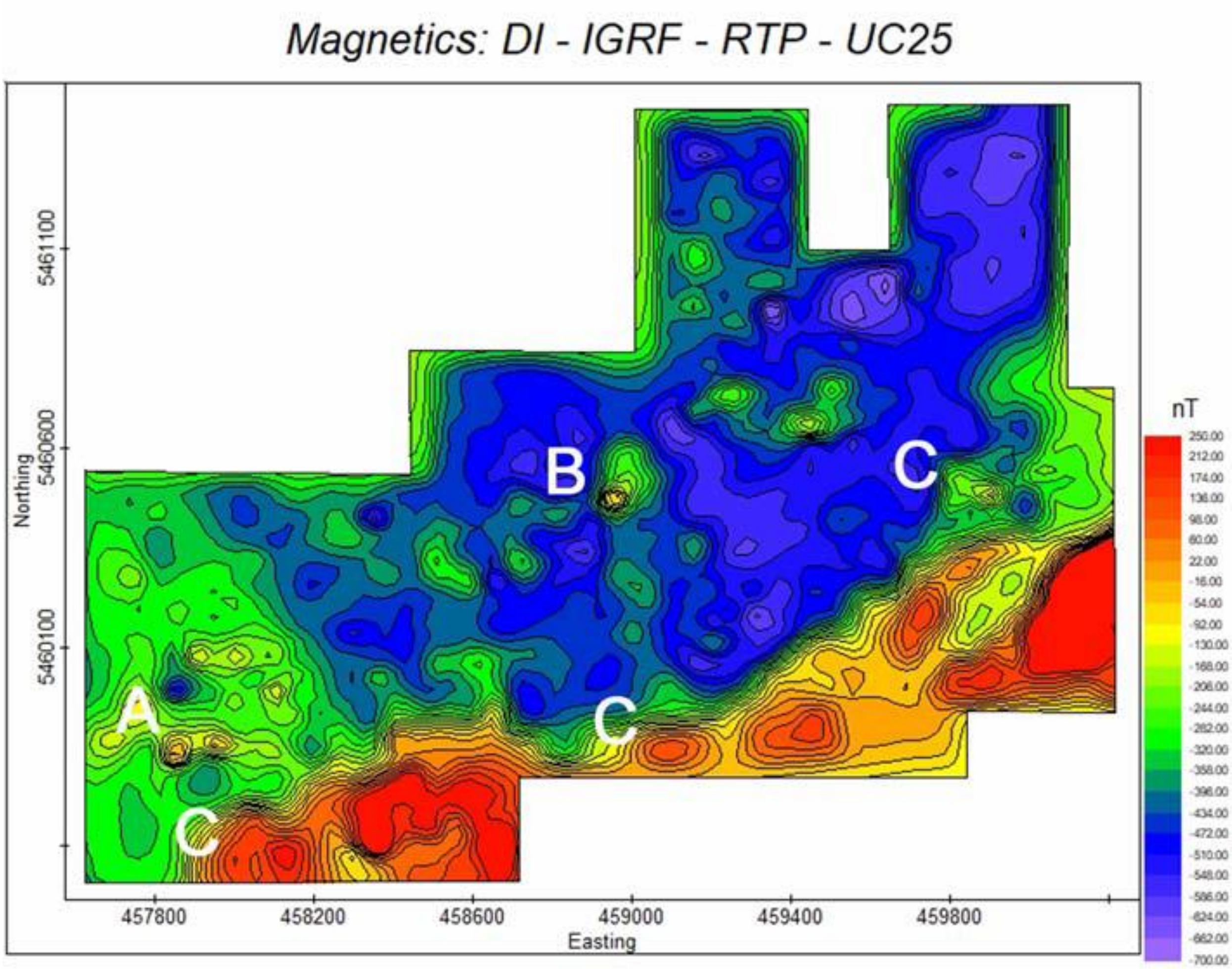


FIGURE 11: SAME AS FIGURE 10 AFTER APPLICATION OF A SLIGHT SMOOTHING FILTER (UPWARD CONTINUATION OF 25m).
(NOTE THAT THE ANOMALIES ARE MUCH SMOOTHER THAN IN FIGURE 10)

Figure 12 shows the airborne magnetic data that were recorded by Aeroquest, Inc. (Aeroquest, 2008) with the 2018 grid pattern superimposed. There is an excellent match in the overall configuration of the magnetic anomalies with the dominant feature being the northeast-southwest gradient (C in Figure 11). The point anomalies (A and B in Figure 11) are considerably less distinct in the airborne data (Figure 12). The reason for this is that the airborne data were recorded with the magnetometer (nominally) at 51 m above the ground surface (Aeroquest, 2008). Accordingly, the data were upward continued to 51 m and the result (Figure 13) is nearly identical to the Aeroquest map.

The significance of this is that the results from the ground-based survey are entirely consistent with the airborne survey, but provide higher resolution because the recording magnetometer is at the ground, rather than >50 m above the surface.

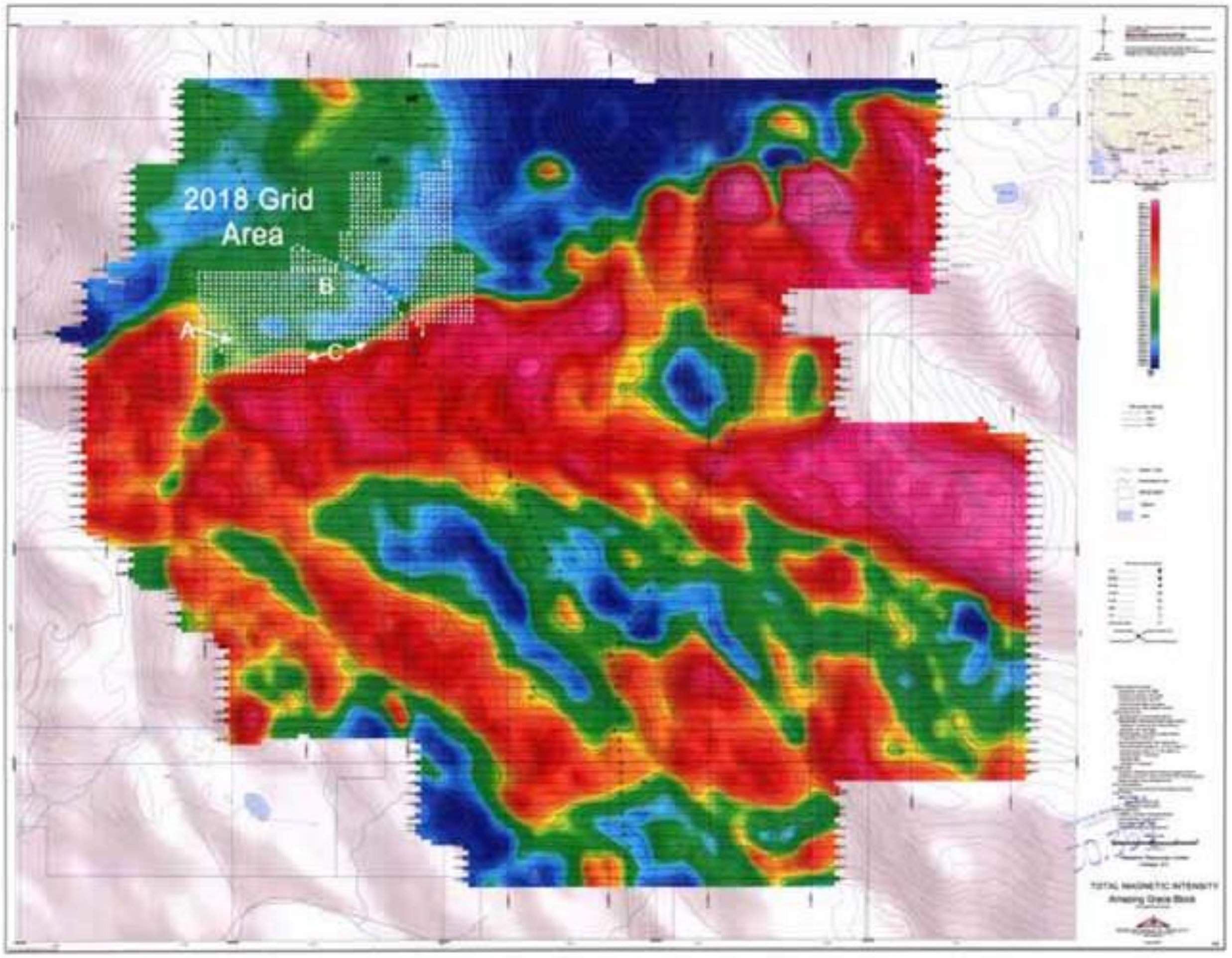


FIGURE 12: MAP OF TOTAL INTENSITY FROM AEROQUEST (2008) WITH 2018 GRID SHOWN

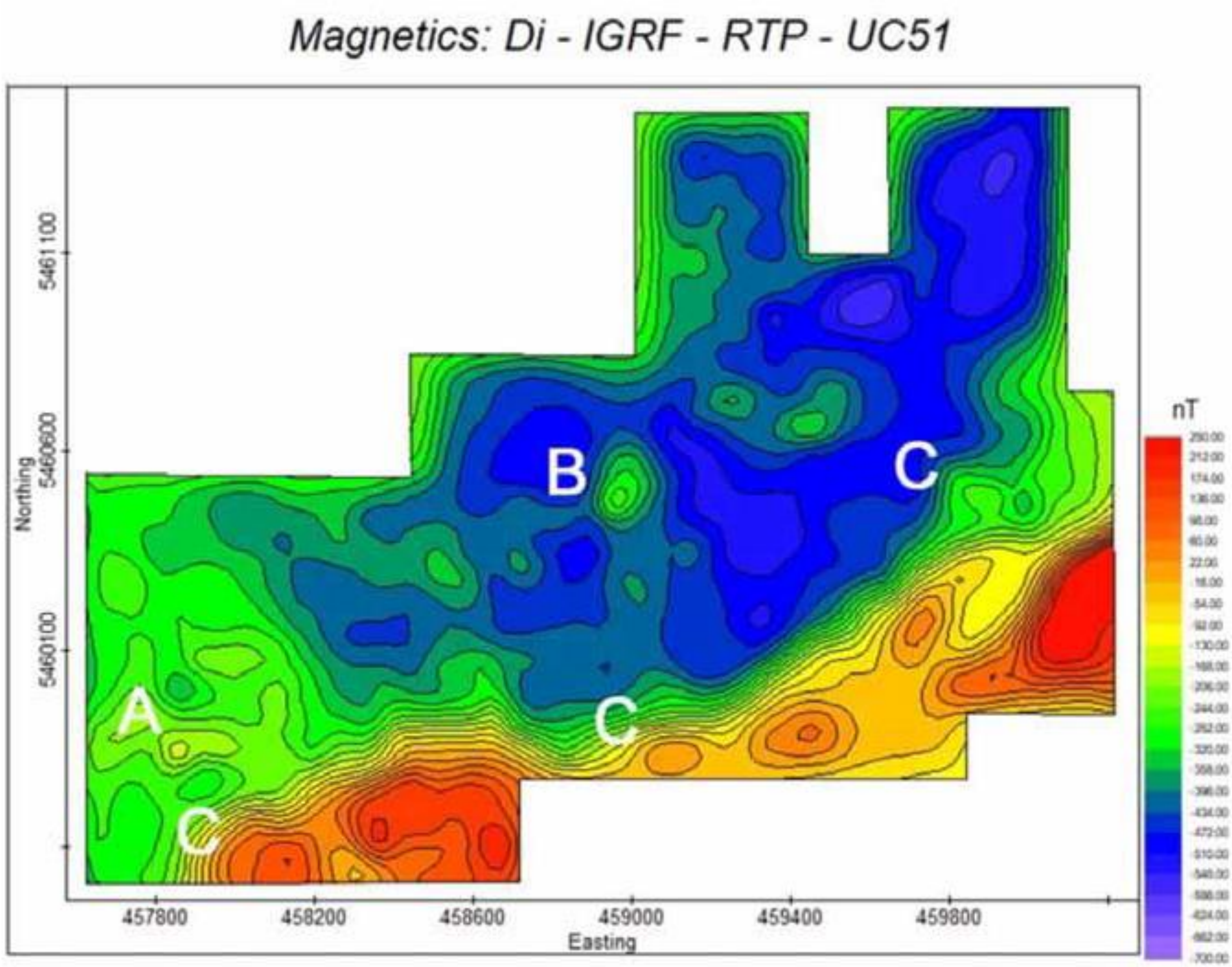


FIGURE 13: MAP FROM FIGURE 10 AFTER APPLYING AN UPWARD CONTINUATION OF 51m TO APPROXIMATE HEIGHT OF THE MAGNOMETER. NOTE THAT THE FEATURES CORRESPOND WELL TO THOSE ON THE AEROQUEST MAP (FIGURE 12).

VLF - Very Low Frequency Electromagnetics

Processing of the VLF data includes the following:

1. mitigation of environmental noise sources (e.g. power lines, cultural electric fields, etc.);
2. organization of the individual profiles into the appropriate directions for application of the inversion procedure;
3. filtering of each profile, as necessary; and
4. inversion.

Power Line Noise

A major source of noise for this survey is a high-tension power line that crosses the grid from northwest to southeast. The power line was known when the data were recorded so some efforts were made to minimize its effects. Most notable, lines near the centre of the grid (e.g., from line 9000 to line 9700) were recorded with a gap of about 100-150m to remove the power line signal. For example, to the south of the

‘Power Line gap” the VLF signal exhibits extreme deflections to +/- 200 % over very short distances (e.g., a few stations). These values are unrealistic and are also probably associated with the power line.

Figure 14 shows three maps of the grid area for each of the three transmitters whose signals were recorded (NAA – Cutler, Maine; NLK – Seattle, Washington; NML – LaMoure, North Dakota) with the 50m station locations indicated by the yellow triangles. To construct each of these maps, the quadrature signal was squared and then contoured. Red areas represent very high energy; most, if not all, of these highs are associated with the power line signal and should be avoided. It is clear that the gaps in field recording were not sufficient to completely remove the power line effects, so the affected stations need to be removed before any further processing is undertaken.

Figure 15 shows the same three maps with the original stations (yellow) overlain with stations that were kept for additional processing and inversions (black dots). The bright yellow stations with no black dots were edited out before further processing. Once this was done, the survey was separated into two grids: a west grid which includes all points west of the power line and an east grid which includes all points east of the power line.

However, a second concern with the power line noise is that the signal can project some distance from the power line, depending on the nature (frequency, amplitude and direction) of the signals from the transmitters as well as local conditions. In Figure 15a, for example, the power line noise for the NAA (Maine) transmitter appears to be well confined to the northwest-southeast corridor. Thus, the NAA signals can be used for further processing once the power line corridor is edited out.

In Figure 15b, the signal from the NLK (Seattle) transmitter appears to influence regions away from the power line corridor. Most of the west grid appears to be useable, with the exception of line 8950 south of the power line corridor. The eastern grid, however, appears to have substantially more contamination and will not be used further here.

In Figure 15c, the signal from the NML (North Dakota) transmitter appears to be more seriously affected in both the west grid and the east grid. Hence, even though individual lines may be useable, the data from the NML transmitter are not used in further processing.

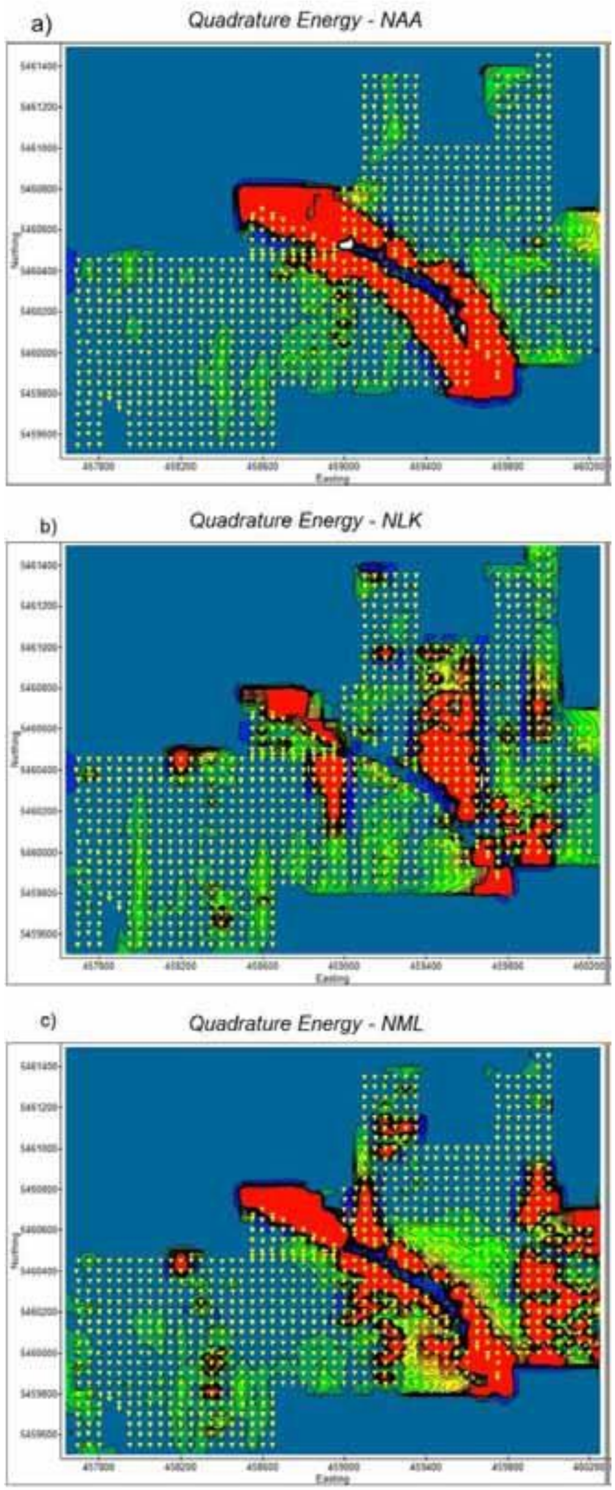


FIGURE 14: MAPS OF THE ENERGY (AMPLITUDE SQUARED) OF THE QUADRATURE COMPONENT FOR THE THREE TRANSMITTERS. ALSO SHOWN ARE THE STATION LOCATIONS (DOTS). RED CONTOURS ARE AREAS WHERE THE POWER LINE NOISE MASKS THE DESIRED INFORMATION.

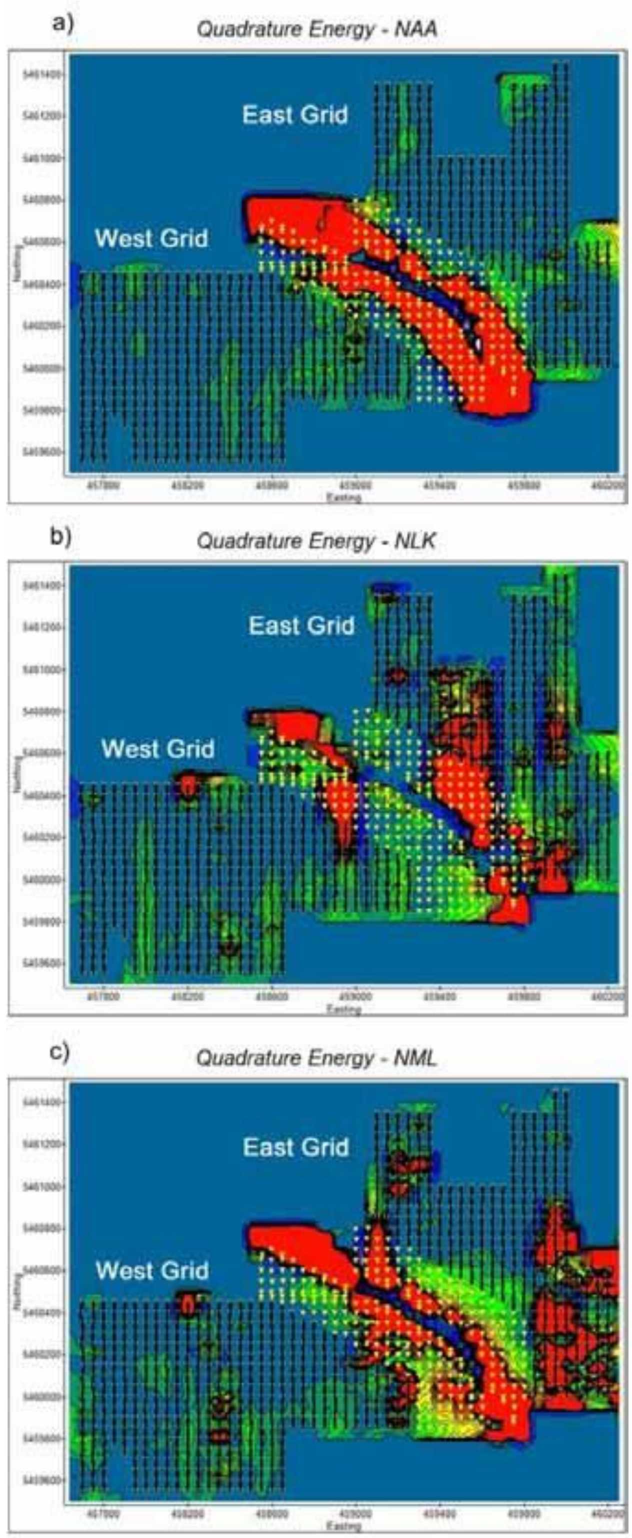


FIGURE 15: SAME AS FIGURE 14 SHOWING THE STATIONS USED IN THE VLF ANALYSES (BLACK DOTS) AND THE STATIONS THAT WERE ELIMINATED (YELLOW DOTS)

Filtering is necessary to minimize both short period and long period noise. Two types of filtering were applied: 1) running average and 2) Empirical Mode Decomposition. Once the directions and filtering were accommodated, each profile was inverted.

Inversions

Due to the power line issues, the grid was separated into two grids for analyses: a west grid that includes all points west of the power line and an east grid that includes points east of the power line. For the west grid, the power line analysis shows that the data from the NAA (Cutler, Maine) and NLK (Seattle, Washington) transmitters appear to be relatively free of serious power line noise. In contrast, in the east grid, only the data from the NAA transmitter appear to be relatively uncontaminated by power line noise. Accordingly, inversions were accomplished for both the NAA and NLK data for the west grid but only the NAA data for the east grid.

Observations

Preliminary observations of the inversion results indicate the following. First, the sections are plotted to as much as 400m depth. This is much larger than is typically examined with VLF data and is shown here due to the elevation changes. Generally, usable results are good to only 100-200m below surface. The ‘skin depth’ (depth at which the signal decreases to 1/e of its surface value) is about 70m for the background resistivity of 500 Ohm-m. However, if the background resistivity is higher, the skin depth and thus the signal penetration, will be deeper.

There are conductors on nearly every line and on results from both transmitters. Indeed, other than the artefacts described above, there is a lot of similarity between the results from the NLK transmitter and those from the NAA transmitter. Such consistency raises confidence in the results. Nevertheless, the results do appear to be variable over relatively short distances. In other words, in the near subsurface, there appear to be a number of small point-source like conductors. It is likely that many of these may be large conductors that appear as small and discontinuous due to noise or incomplete inversions. In any case, there are clearly a number of extensive zones of conductors.

In order to map the conductivity, it is necessary correlate the calculated conductivity values from line to line. Due to the discontinuous nature of calculated conductivity, as well as the elevation differences, it is best to map the conductivity values for a range of depths (Figure 16).

Figure 16a is a map of conductors between 20 and 100m depth in the west grid. There appears to be a concentration of conductors in the southwest and western portion of the grid, although the apparent conductors are often discontinuous. In a manner similar to what was applied to the magnetic data that show very ‘choppy’ and discontinuous anomalies due to the local variations from station to station and line to line, a light smoothing filter can be similarly applied to the VLF results. This has been done in Figure 16b and may be a more realistic representation of the distribution of near-surface conductivity on this grid.

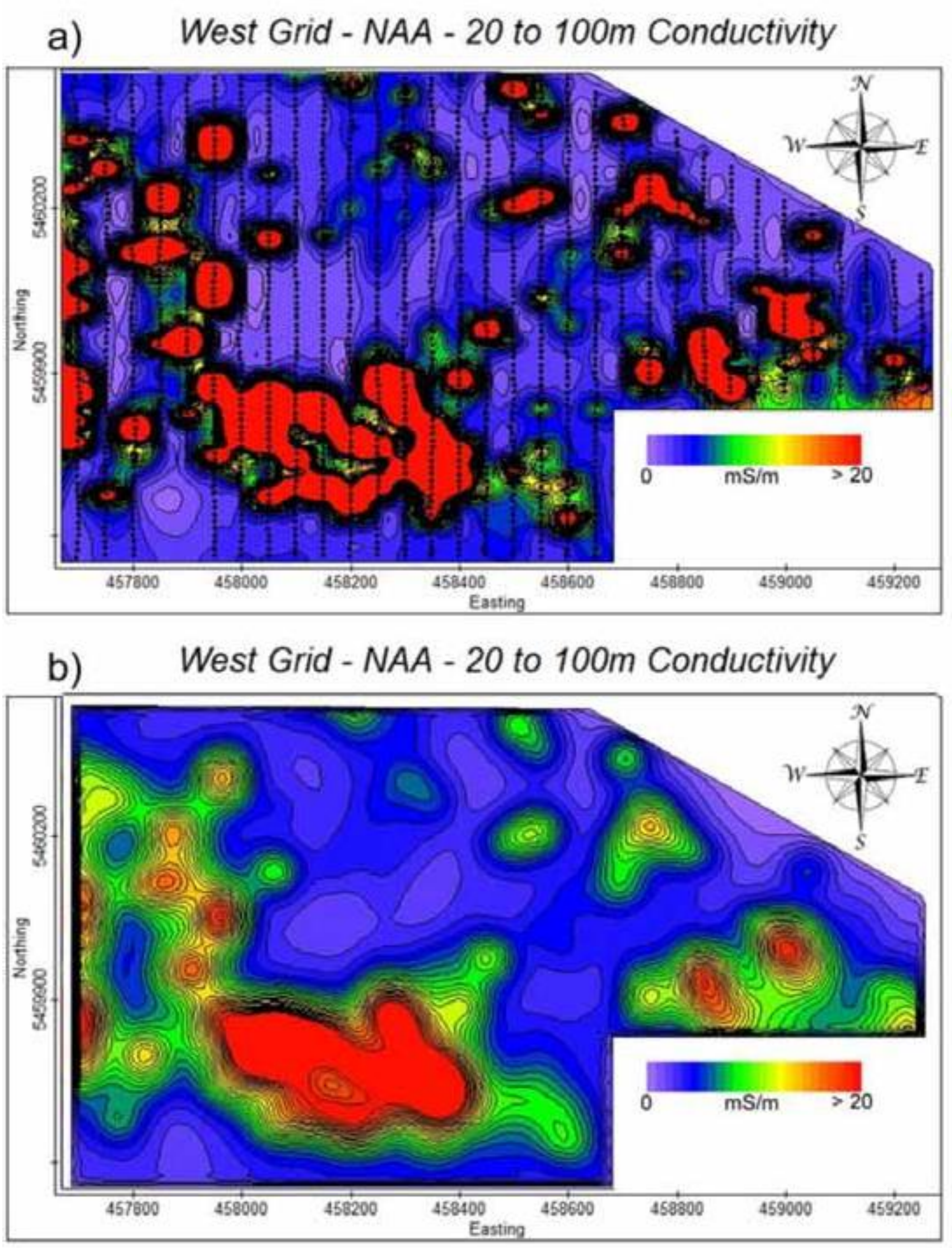


FIGURE 16: a) MAP OF THE NEAR-SURFACE CONDUCTORS BETWEEN 20 AND 100m DEPTH FOR THE WEST GRID; b) SAME AS (a) AFTER APPLYING 25m UPWARD CONTINUATION SMOOTHING.

Comparisons with the Airborne EM

As noted previously, Aeroquest (2008) acquired airborne magnetic and TEM data over a large area that included the Property (Figure 17). Although there are a few point-like anomalies, the dominant feature on the map is the power line signal. There are no obvious conductors visible on the Aeroquest data that coincide with the conductors on Figure 16. This may be, in part, because the airborne TEM instrument was about 30m above ground surface. It may be due to the fact that the conductors appear to be below the surface and may not have been detectable on the airborne data set. It may be due to the differences in the nature of the techniques (Aeroquest TEM is a time-domain system, whereas VLF is a frequency domain technique). It may be due to the relatively high frequencies (24000-25000 Hz) in the VLF data that may cause the VLF system to respond to more subtle variations in conductivity than the airborne system does. Most likely, the differences are cause by a combination of these effects.

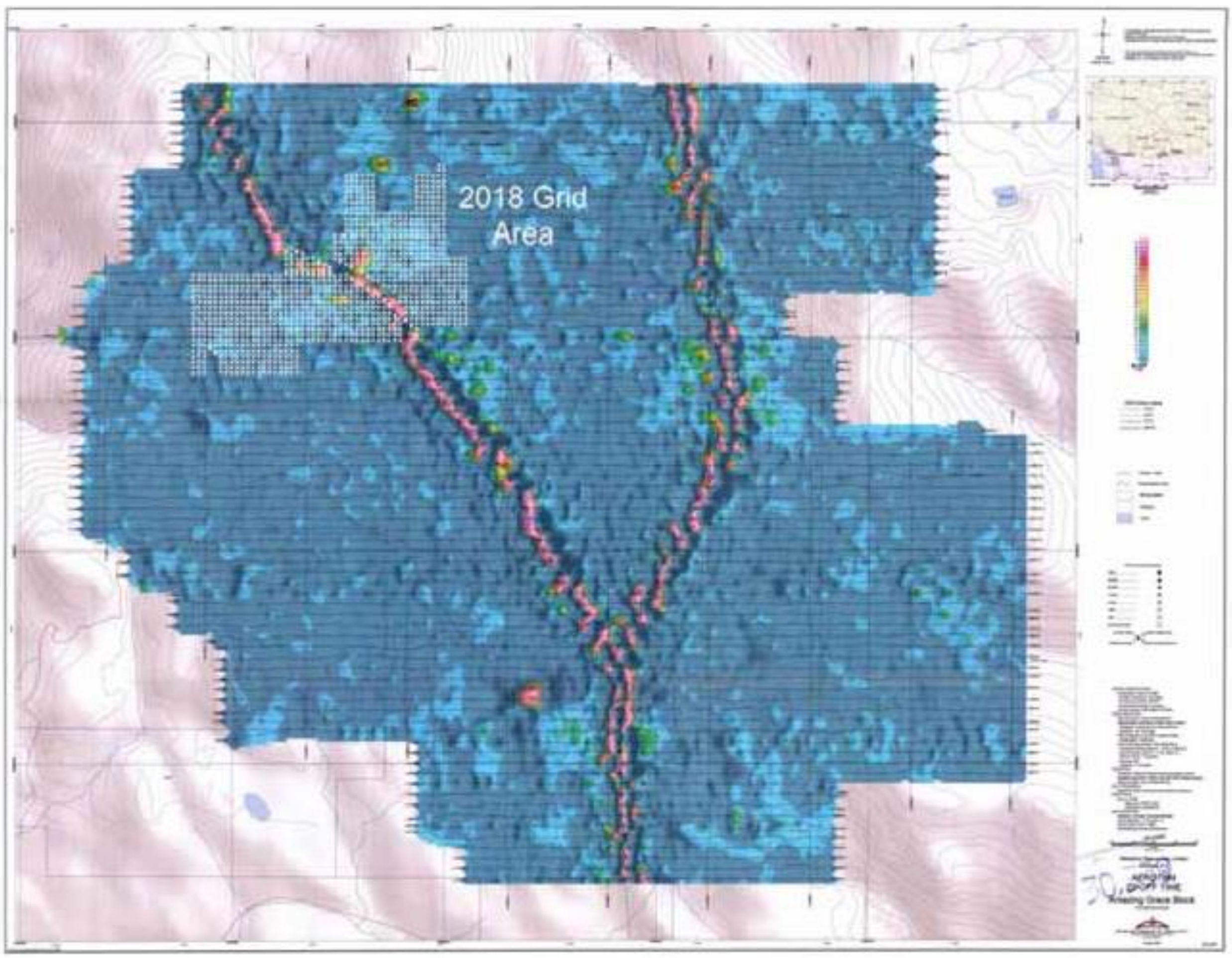


FIGURE 17: AEROQUEST (2008) RESULTS FOR TEM SURVEY (ZOFF CHANNEL 0 RESULTS SHOWN HERE) WITH THE 2018 GRID SHOWN IN THE NORTHWESTERN PART OF THE MAP. NOTE THAT THE POWER LINE SHOWS UP WELL, BUT THERE ARE FEW OTHER EM ANOMALIES.

Comparisons with Geology

There are always three different possibilities for the causes of significantly elevated conductivity: fluids (particularly saline fluids or fluid-rich clays), carbon (coal, graphite, argillites) and/or metals. Although the geology in this area is dominated by the Jurassic Bonnington pluton, there are metasedimentary rocks in the vicinity (e.g., Jurassic Hall Fm., Elise Fm., etc.) and some of these have argillaceous strata that could be electrically conductive. Sulphide-rich bands, as previously sampled in the vicinity of the BP showing, are located within the strong conductor shown in Figure 16b. Accordingly, a complete interpretation would benefit from careful correlation between magnetic and VLF-Em anomalies and local geological features such as contacts, veins, fractures, argillaceous strata, alteration zones, etc.

Additional geological, geophysical and geochemical compilation work along with field examinations is required to determine the significance of the newly identified structures in relation to the gold and/or copper-cobalt mineralization.

Rock Sampling

As part of the Property examination, the Author collected 3 rock grab samples from within the geophysical grid area. These rock samples were collected from the vicinity of the BP showing, plotted on Figure 9. Two of the rock samples consisted of brecciated intrusive rock with minor pyrite and the third was from a band of massive sulphide (pyrite+chalcopyrite) trending through the brecciated intrusive unit. The structural relationship between the two units is unclear.

TABLE 4
ROCK SAMPLE LOCATIONS AND DESCRIPTIONS

SAMPLE	TYPE	DESCRIPTION	UTM EAST	UTM NORTH	SIGNIFICANT RESULTS
CH-01-18	Grab	brecciated intrusive wallrock with minor pyrite and magnetite	5459955	458827	
CH-02-18	Grab	1 metre wide band of massive pyrite with ~2% chalcopyrite, adjacent to CH-01-18	5459955	458827	39 ppb Au 0.63% Cu 0.12% Co
CH-03-18	Grab	subcrop, brecciated intrusive with 2-3% disseminated pyrite and minor magnetite	5459993	458954	

Samples CH-01-18 and CH-03-18, collected from brecciated intrusive rock, did not return any analytical values of significance.

Sample CH-02-18, located contiguous to CH-01-18, was collected from a rusty massive sulphide band comprised of pyrite with approximately 2% chalcopyrite. Where visible in outcrop, this sulphide band appears to have a width of one metre. Weakly elevated precious metal values were returned but, of more significance, is the reporting of 0.63% copper and 0.12% cobalt. This correlates well with an earlier grab sample from this BP showing which returned 0.49% copper and 0.125% cobalt (Doyle, 2016).

Historically, this Property has been explored for its gold potential and the presence of widespread vein mineralization is well known. This copper-cobalt signature may be related to a previously unexplored mineralization assemblage on the Property.

Drilling

No drilling has been conducted on the Property by the Company. Eight historic drill holes are described in the *History of the Property* section.

Sample Preparation, Analyses and Security

The Company has not collected any samples on the Property. During the Property visit, however, the Author collected 3 grab samples for analyses.

The rock grab samples were collected from outcrop/subcrop exposed along a road cut. Grab samples consist of 2 or 3 fist size pieces of rock representing a certain lithology, alteration or mineralization style. Rock sample sites were marked with labelled flagging tape or spray paint. Samples were put into correspondingly labelled plastic bags.

Rock samples were shipped to Bureau Veritas preparatory lab in Whitehorse, YT and then forwarded to their Vancouver, BC facility for analyses. In the laboratory, rock samples were dried, crushed to 70% passing 2mm, then a 250 gram sub-sample was pulverized to 200 mesh. A 30 gram sub-split of each sample was then fire assayed for gold, platinum and palladium by ICP-MS analyses. A 1 gram sub-split of samples CH-01-18 and CH-03-18 was digested by aqua regia and analysed for 34 additional elements by ICP-ES/ICP-MS. A 0.5 gram sub-split from samples CH-02-18 was given a 4 acid digestion and analysed for 41 additional elements by ICP-ES/ICP-MS. Quality control procedures were implemented at the laboratory, involving the insertion of blanks and standards and check repeat analyses.

Bureau Veritas' core focus is the efficient and reliable delivery of a diverse range of quality testing and analytical information services. They provide innovative laboratory & technical services to the mining sector across the globe. Bureau Veritas holds global certifications for Quality ISO9001:2008; Environmental Management: ISO14001; and Safety Management OH SAS 18001 and AS4801.

The laboratory is entirely independent from the Company.

In the Author's opinion, for this early stage exploration program, the sample preparation, security and analytical procedures utilized are adequate.

Data Verification

The Author has examined all publicly available historic data, maps and reports and has verified the mineral tenures are currently in good standing.

The Author cannot verify, nor recommends relying upon the historic early 1900s work.

The Author cannot verify the exploration work carried out between 1995 and 2017 by the Property owner (prospector Bruce Doyle) or by the various companies that held option on the Property (Phelps Dodge, Cassidy Gold, Eagle Plains/Miner River, Medallion Minerals, Firestone Ventures, Swift Minerals) but has no reason to doubt its veracity. Drill site locations have not been located and drill core was not available for examination.

The work completed and results obtained by the Company from the 2018 geophysical survey were examined by the Author, a qualified person, and are verified. In the Author's opinion, the data used in the Report is adequate for that purpose.

Mineral Processing and Metallurgical Testing

As the Property is at an early exploration stage, no metallurgical testing has been carried out.

Mineral Resource Estimate

There has not been sufficient work on the Property to undertake a resource calculation.

Adjacent Properties

There is no relevant information concerning an adjacent property.

Other Relevant Data and Information

To the Author's knowledge, there is no additional information or explanation necessary to make the Report understandable and not misleading.

Interpretation and Conclusions

The Cobalt Hill Property hosts widespread gold mineralization contained within quartz veins and stockworks. The various historic workings on the property occur in areas with one or more gold-bearing quartz veins. Prior rock chip and grab sampling from the historic workings has confirmed the presence of quartz veins which are often narrow, having widths of 30 cm or less. In some instances, parallel or intersecting veins occur and gold mineralization extends for variable distances into the altered wallrock.

Newly identified copper-cobalt mineralization at the BP showing represents a noteworthy, previously unexplored target. Rock grab samples from the BP showing have returned values of 0.49% and 0.63% copper and 0.12% cobalt.

Soil geochemistry results show significant gold, copper and cobalt anomalies trending through the area hosting historic workings. The gold and copper-cobalt element associations seen in the soil geochemistry anomalies are also present in the rock sample results. Although soil geochemical anomalies and geophysical survey results confirm the trend of the lithologies or structures hosting the mineralizing systems, the majority of the historic and new showings remain untested by trenching or diamond drilling.

Detailed geological mapping has not been completed over the property and is included in the next recommended work phase. A compilation between the geology, geochemistry and geophysics will lead to a better understanding of the orientations and mineral associations which are imperative to defining the geological setting for the gold and copper-cobalt mineralization.

There are inherent risks in the development of any mineral exploration project. Economic viability of the project cannot be determined at the Cobalt Hill Property's early exploration stage. The author does not foresee any risks or uncertainties that may affect the reliability of the exploration information or potential economic viability.

In the author's opinion, the Cobalt Hill Property hosts the potential for a vein style gold deposit, as originally noted in historic reports and confirmed by the gold values obtained from the sampling programs. In addition, the potential also exists for a sulphide-bearing, breccia associated (breccia pipe?) copper-cobalt deposit on the property.

Recommendations

The recommended two phase work program for the Property will culminate in target delineation for advanced drilling with the goal to produce resource estimates on one or more mineralized zones.

Phase I will include compilation of previous exploration work along with the recently completed ground geophysical survey results. An expanded geochemical survey and detailed structural geological mapping is recommended to produce more detail in areas as reflected by the compilation work. Mapping needs to identify on the ground, the location and association of various structures, as recognized by geophysical and geochemical work. The strongest targets defined by geology, geochemistry and geophysics will be trenched in areas where bedrock is deemed shallow.

Upon completion of Phase I, a Phase II diamond drilling program will be contemplated. Although good geochemical anomalies currently provide drill targets, the Phase I program will better prioritize these targets and give an understanding of the structural controls on the mineralization.

Estimated cost for Phase I is $105,435 and estimated cost for Phase II is $524,150. The targeting for the Phase II exploration program is dependent upon results from the Phase I program as the detailed field work will assist in guiding the Phase II program. Dependent upon the success of the Phase II diamond drilling program, one or more selected vein or breccia zones should be targeted with systematic fences of diamond drill holes with spacings commiserate with producing a resource estimate.

PHASE I – BUDGET BREAKDOWN

ITEM	AMOUNT	COST ($)	TOTAL ($)
Geologist	20 days	850	17,000
Sampler	40 days	400	16,000
Assistant	20 days	320	6,400
Data compilation (geochemistry and geophysics)	6 days	800	4,800
Room and Board	40 days	150	6,000
Truck/ATV rental	60 days	100	6,000
Assays – rocks	150 rocks	45	6,750
Analyses – soils	300 soils	25	7,500
Excavator (incl reclamation)	60 hours	150	9,000
Travel		4000	4,000
Supplies		2500	2,500
Permitting		3200	3,200
FN Engagement		3200	3,200
Reporting		3500	3,500
Contingency @ 10%			9,585
PHASE I TOTAL			**$105,435**

PHASE II – BUDGET BREAKDOWN

ITEM	AMOUNT	COST ($)	TOTAL ($)
Supervisor/Geologist	30 days	850	25,500
Assistant	30 days	400	12,000
Excavator/bulldozer	80 hours	150	12,000
Assays	500 core	45	22,500
Diamond Drilling (all in)	2000 metres	175	350,000
Truck/ATV rentals	2 x 30 days	100	6,000
Room and Board	30 days	150	4,500
Travel/Mob/Demob	10000		10,000
Freight	7500		7,500
Supplies	5000		5,000
Permitting	3500		3,500
FN Engagement	2500		2,500
Reclamation	10000		10,000
Reporting	5500		5,500
Contingency @ 10%			47,650
PHASE II TOTAL			**$524,150**

USE OF PROCEEDS

The net proceeds to the Company from the sale of the Shares pursuant to the Offering, after deducting the Agent's Commission, the Corporate Finance Fee and the estimated expenses of the Offering of $60,000 will be approximately $248,000. These funds will be combined with the Company's existing working capital balance of approximately $29,121 as at February 28, 2019 less the February 2019 Option Payment, for a total of $237,621 in available funds upon completion of the Offering, excluding the proceeds from the issuance of Common Shares upon any exercise of the Agent's Warrants.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Shares ($350,000). In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the Prospectus, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

The Company has negative cash flow from operations in its most recently completed financial year and quarter.

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

Principal Purpose	Funds to Be Used ($)
Complete Phase I of the recommended exploration program on the Property	$105,435
Provide funding sufficient to meet administrative costs for 12 months[(1)]	$82,600
Provide general working capital to fund ongoing operations	$49,586
TOTAL	$237,621

(1) Administrative costs of the Company for a period of 12 months following completion of the Offering will be as set out in the following table.

Administrative costs of the Company for a period of 12 months following completion of the Offering will be used as follows:

Administrative Costs for 12 Months	Budget
Management and fees	$42,000
Rent and utilities	$6,000
Transfer Agent	$3,600
Legal, exchange, corporate filings – fees and costs	$10,000
Accounting & auditing	$20,000
Other general and administrative costs[(1)]	$1,000
TOTAL:	$**82,600**

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

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. Unallocated funds from the Offering and from the exercise of any Agent's Warrants will be added to the working capital of the Company and will be expended at the discretion of management.

The Company's business objectives using the available funds are to:

(a) obtain a listing of the Common Shares on the Exchange; and

(b) complete Phase I of the proposed exploration program on the Property recommended in the Report.

The listing of the Company on the Exchange is anticipated to occur shortly after completion of the Offering, subject to the Company fulfilling all of the requirements of the Exchange. Phase I of the exploration program is expected to commence shortly after completion of the Offering, and is estimated to be completed within 12 months at a cost of $105,435. Assuming completion of the Offering, the Company will not have sufficient funds to complete the full proposed exploration program on the Property, being Phase I and Phase II at an estimated cost of $629,585, as recommended by the Report. The Company will need to raise additional financing in order to complete the proposed program and there is no assurance that the Company will be successful in raising such financing. See "*Use of Proceeds - Principal Purposes*".

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial Information

The following table sets forth financial information for the Company, which has been derived from the Company's audited financial statements for the period from incorporation to September 30, 2018 and the Company's unaudited interim financial statements for the three month periods ended December 31, 2018 and 2017.

	For the Period from incorporation to the year ended September 30, 2018 (Audited)	**Condensed interim financial statements for the three months ended December 31, 2018 (unaudited)**
Total Revenues	$Nil	$Nil
Cash	$65,545	$38,316
Share Capital	$202,800	$202,800
Expenses	$20,433	$28,759
Loss for the Period	$20,433	$28,759
Total Assets	$203,432	$177,151
Total Liabilities	$21,065	$23,543
Shareholders' Equity	$182,367	$153,608

This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus

Dividends

The Company has not paid dividends since its incorporation. While there are no restrictions precluding the Company from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. As such, the Company does not anticipate the payment of dividends in the foreseeable future. At present, the Company's policy is to retain earnings, if any, to finance its business operations. The payment of dividends in the future will depend upon, among other factors, the Company's earnings, capital requirements and operating financial conditions.

Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") of the operating results and financial position of the Company should be read in conjunction with the audited financial statements and related notes for the period from incorporation to September 30, 2018. The financial statements are included in this Prospectus and should be referred to when reading this disclosure. The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The effective date of this MD&A is March 27, 2019.

Overall Performance and Results of Operations

The Company was incorporated in the province of British Columbia on December 11, 2017. Its principal business comprises the exploration for and development of mineral properties. The Company is in the exploration stage.

Cobalt Hill Property

Pursuant to an option agreement (the "**Agreement**") dated February 5, 2018, the Company was granted an option to acquire a 100% undivided interest in certain Cobalt Hill mineral claims (the "**Property**") located in the Trail Creek Mining Division in British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by making cash payments totaling $355,000, and issuing a total of 1,100,000 common shares of the Company as follows:

- Upon signing the Agreement – 200,000 common shares (estimated at $10,000 using a share price of $0.05) and $35,000 in cash (issued and paid);
- On or before February 5, 2019 - 200,000 common shares and $40,000 in cash (issued and paid);
- On or before February 5, 2020 - 300,000 common shares and $80,000 in cash;
- On or before February 5, 2021 - 400,000 common shares and $200,000 in cash.

The optionor will retain a 1.5% Net Smelter Returns royalty on the Property.

The following is a summary of exploration and evaluations costs incurred during the period ended September 30, 2018:

	Acquisition Costs / Property Option Cash Payments $	**Acquisition Costs / Property Option Payment in Shares $**	**Exploration Cost / Preparation of Technical Report $**	**Exploration Cost / Field Geophysical $**	**Exploration Cost / Prospecting $**	**Total $**
Opening balance	-		-			-
Acquisition and exploration costs	35,000	10,000[1]	25,872	51,562	1,050	123,484
Balance, September 30, 2018	35,000	10,000	25,872	51,562	1,050	123,484

(1) 200,000 shares at a deemed price of $0.05 per share

Overall Performance and Results of Operations

The following table summarizes selected information from the Company's audited financial statements for the period from incorporation to September 30, 2018.

Selected Annual Information

	For the period from incorporation to September 30, 2018 (audited)
Net revenues	Nil
General and administration expenses	($177)
Loss for the period	($20,433)
Deficit	($20,433)
Acquisition Costs/ Property Option Cash Payments	$35,000
Acquisition Costs/ Property Option Payment in Shares	$10,000[1]
Exploration Cost / Preparation of Technical Report	25,872
Exploration Cost / Field Geophysical	51,562
Exploration Cost / Prospecting	1,050
Total assets	$203,432
Total long term liabilities	Nil
Dividends	Nil
Loss per share	($0.00)

(1) 200,000 shares valued at $0.05 per share

Overall Performance

On December 11, 2017, a total of 2,000,000 Common Shares at $0.005 per Common Share for gross proceeds of $10,000 were subscribed for by the directors and officers of the Company, allowing the Company to effectively commence operations. On January 22, 2018, the Company issued 3,800,000 flow-through Common Shares at $0.02 per flow-through Common Share for gross proceeds of $76,000. On February 5, 2018, the Company entered into the Option Agreement whereby the Company was granted an option to acquire a 100% right, title and interest in and to certain Cobalt Hill mineral claims (the "Property"). The option is exercisable by paying a total of $355,000 over a period of three years from the date of the signing of the Option Agreement and issuing a total of 1,100,000 Common Shares to the Vendors over a period of three years from the date of the signing of the Option Agreement. On February 15, 2018, the Company issued 2,220,000 Common Shares at $0.05 per Common share for gross proceeds of $111,000. The share issuances were used primarily to fund initial exploration activities as well as general corporate and administrative costs. The details of general and administrative expenses are included in the Statement of Comprehensive Loss in the financial statements of the Company. During the year, the company initiated certain exploration activities on the Property, spending $78,484which was capitalized by the Company. The components of expensed exploration costs are described above in the Cobalt Hill Property section and in the accompanying audited financial statements of the Company.

Results of Operations

The Company incurred a loss of $20,433 during period from incorporation to September 30, 2018 due to $20,433 incurred by the Company as a result of marketing and legal fees and other general administrative costs.

The Company expects that the proceeds raised pursuant to the Offering will fund operations for a minimum of 12 months after the completion of the Offering. The estimated total operating costs necessary for the Company to achieve its stated business objectives during the 12 months subsequent to the completion of the Offering is $82,600, including all material capital expenditures during that period.

Summary of Quarterly Results

The Company incurred a loss of $28,759 during the three-month period ended December 31, 2018, as a result of audit and legal fees and other general administrative costs.

Liquidity and Capital Resources

As described above, the Company raised $197,000 during the period from incorporation to September 30, 2018, by way of private placements. The net working capital of the Company at September 30, 2018 amounted to $58,883. The Company does not have any cash flow from operations due to the fact that it is an exploration stage company and therefore financings have been the sole source of funds.

The Company's current assets are not sufficient to support the company's general administrative and corporate operating requirements on an ongoing basis for the foreseeable future. Accordingly, further financing will be required and the Company will have to raise additional funds to continue its operations. Please see Overall Performance section with respect to the Company's financing plans.

Liquidity Outlook

The Company's cash position is highly dependent on its ability to raise cash through financings.

Based on the Company's financial position as at September 30, 2018, the Company will need to complete additional external financing either through equity, debt or other forms of financing. As other opportunities become available to the Company and subject to exploration work on the Company's project and results from such exploration program is determined, management may be required to complete additional financing.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term, but recognizes that there will be risks involved which may be beyond its control.

Going Concern

The Company's consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue and, as at September 30, 2018, had an accumulated deficit of $20,433. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance (as measured by numerous factors including the progress and results of its projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets.

The Company spent $78,484 during the period from incorporation to September 30, 2018 on exploration activities on Cobalt Hill mineral claims which were capitalized. The funds spent on exploration activities were raised through share issuances as outlined above in Overall Performance.

The Company is required to make the scheduled payments of cash and shares detailed under the Cobalt Property Section in order to keep the property option in good standing.

Contractual Obligations

The Company is subject to certain contractual obligations associated with the Cobalt Hill Option Agreement as discussed above. The Company has no other material and long-term contractual obligations.

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 2 of the audited financial statements for the period from incorporation to September 30, 2018 included in the Prospectus.

New Accounting Standards

The Company is aware of certain new accounting standards which are reasonably expected to have an impact on disclosures, financial position or performance when applied at a future date. Details of these changes can be found in Note 4 of the audited financial statements for the period from incorporation to September 30, 2018 included in the Prospectus.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.
The Company has not incurred key management personnel cost from related parties and no other related party transactions have been completed.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

Financial Instruments

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at September 30, 2018 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	65,545	-	-	65,545

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at September 30, 2018 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency Risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Interest Rate Risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the risk, the Company places these instruments with a high quality financial institution.

Liquidity Risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

Outstanding Common Shares

As at March 27, 2019, the Company's share capital was comprised of 8,420,000 Common Shares.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, of which as at the date hereof 8,420,000 Common Shares are issued and outstanding. All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders, with each Common Share carrying the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the Board in respect of the Common Shares on a pro rata basis.

Agent's Warrants

The Company has also agreed to grant to the Agent the Agent's Warrants entitling the Agent or selling group members as the case may be, to purchase that number of Common Shares as is equal to 9% of the Shares sold pursuant to the Offering. The distribution of the Agent's Warrants to the Agent is qualified under this Prospectus and 315,000 Common Shares will be reserved for issuance pursuant to the exercise of the Agent's Warrants. See "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION OF THE COMPANY

The following table summarizes the changes in the Company's capitalization since incorporation and after giving effect to the Offering. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Designation of Security	Authorized Amount	Amount Outstanding as of September 30, 2018	Amount Outstanding at Date of the Prospectus	Amount Outstanding After the Offering
Common Shares	Unlimited	8,220,000	8,420,000	11,920,000 (1)(2)
Options	N/A	Nil	Nil	Nil
Warrants	N/A	Nil	Nil	Nil
Agent's Warrants	N/A	Nil	Nil	315,000 (3)

(1) Does not include any Agent's Warrant Shares issuable on exercise of the Agent's Warrants.
(2) An aggregate of 4,820,000 Common Shares are expected to be subject to escrow requirements. See "*Escrowed Securities*".
(3) Exercisable at $0.15 per Common Share until 24 months from the Listing Date.

OPTIONS TO PURCHASE SECURITIES

Stock Option Terms

The Stock Option Plan was approved by the Company's Board on June 29, 2018. Pursuant to the Stock Option Plan, the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of the grant. Such options will be exercisable for a period of up to 10 years from the date of grant.

Under the Option Plan, options are required to have an exercise price not less than the closing market price of the Corporation's shares prevailing on the day that the option is granted less applicable discount, if any, permitted by the policies of the Exchange. Pursuant to the Option Plan, the board of directors of the Corporation may from time to time authorize the issue of options to directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or consulting services to the Corporation or its subsidiaries. The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Option Plan contains no vesting requirements, but permits the board of directors of the Corporation to specify a vesting schedule in its discretion.

PRIOR SALES

The following table summarizes the issuances by the Company of Common Shares and securities convertible into Shares during the 12-month period prior to the date of this Prospectus:

Date	Type of Security	Price per Security	Number of Securities	Reason for Issuance
December 11, 2017	Common Shares	$0.005	1	Incorporator's share
December 11, 2017	Common Shares	$0.005	1,999,999	Private Placement
January 22, 2018	Flow-Through Shares	$0.02	3,800,000	Private Placement
February 15, 2018	Common Shares	$0.05	2,220,000	Private Placement
September 29, 2018	Common Shares	$0.05	200,000	Option Agreement
February 5, 2019	Common Shares	$0.05	200,000	Option Agreement
			8,420,000	

For a description of the current and anticipated number of issued and outstanding securities of the Company, see "*Consolidated Capitalization of the Company*".

ESCROWED SECURITIES

NP 46-201 Escrow

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities owned or controlled by Principals, including Common Shares, are subject to the escrow requirements.

The Principals of the Company are all of the directors and senior officers of the Company.

Pursuant to the Escrow Agreement, the Principals agree to deposit in escrow the Common Shares held by them with the Escrow Agent. The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal's Escrowed Securities at six month intervals over the 36 months following the Listing Date, with 10% of each Principal's holdings being released on the Listing Date.

The Company is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators. If the Company achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate," resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established issuers, as if the Company had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Company's Board;

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

(c) transfers upon bankruptcy to the 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. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The complete text of the Escrow Agreement will be available for inspection at the offices of the Company, located at 900 – 580 Hornby Street, Vancouver, BC V6C 3B6.

The following table sets forth details of the issued and outstanding Common Shares of the Company that are subject to the Escrow Agreement as of the date of this Prospectus:

Designation of Class	Number of Common Shares Held in Escrow	Percentage of Class before giving effect to the Offering	Percentage of Class after giving effect to the Offering[(1)]
Common Shares	4,820,000	57.2%	40.4%

[(1)] Assumes 11,920,000 Common Shares outstanding on completion of the Offering.

PRINCIPAL HOLDERS OF SHARES

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, the only persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the Common Shares are as follows:

Name	Number of Common Shares Beneficially Owned	Type of Ownership	Percentage of Common Shares Held Before Giving Effect to the Offering	Percentage of Common Shares Held After Giving Effect to the Offering[(1)]
Marshall Farris	1,500,000	Direct	17.8%	12.6%
Mike Cowin	1,300,000	Direct	15.4%	10.9%
John Mirko	1,200,000	Direct	14.3%	10.1%
Salman Jamal	1,000,000	Direct	11.9%	8.4%

[(1)] Assumes 11,920,000 Common Shares outstanding on completion of the Offering and that the Principal shareholder does not acquire any securities pursuant to the Offering. This also excludes any Common Shares which may be issued upon the exercise of the Agent's Warrants.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, municipality of residence, position or offices held and term with the Company, principal occupation during the past five years, and number and percentage of voting securities of the Company that each of the directors and executive officers beneficially own, directly or indirectly, or exercise control over as at the date of this Prospectus. The following information relating to the directors and officers is based on information received by the Company from said persons.

Name and Municipality of Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Marshall Farris (1) Vancouver, British Columbia Canada *Chief Executive Officer, President, Director and Promoter*	December 11, 2017	President of Ascenta Finance Corp.	1,500,000 (17.8%)
Tracy Mabone Vancouver, British Columbia Canada *Chief Financial Officer, Corporate Secretary and Director*	December 11, 2017	Chief Compliance Officer of Ascenta Finance Corp.	820,000 (9.7%)
Mike Cowin (1) West Perth, Australia *Director*	December 11, 2017	Portfolio Manager and Owner of Corom Funds Management	1,300,000 (15.4%)
John Mirko (1) Vancouver, British Columbia Canada *Director*	December 11, 2017	President and CEO of Rokmaster Resources Corp. and a self-employed mining consultant.	1,200,000 (14.3%)

(1) Member of the Audit Committee.

Biographies

Below is a brief description of each of the directors and executive officers of the Company including: names, ages, positions and responsibilities, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and relevant experience in the mining industry.

Biographies

Marshall Farris (Age: 53) – Chief Executive Officer, President, Director and Promoter

Marshall Farris is the founder, President and a registered dealing representative of Ascenta Finance Corp. He has over 24 years of experience assisting public and private companies with corporate operations, capital development, corporate communications and regulatory compliance activities.

Mr. Farris has held management positions in various public and private corporations over the course of his career. Mr. Farris currently serves as a director and officer of Spey Resources Corp. (CSE:SPEY) and Philippine Metals Inc. (TSXV:PHI). Mr. Farris is a co-founder of the Ascenta Foundation, a 100% volunteer-run charity that provides urgent medical, dental, optometric and surgical services to medically underserved communities around the world. Mr. Farris is also involved in various British Columbia based private businesses including property development in Fort St. John and food & beverage development and management focused on the South Okanagan wine region.

Mr. Farris has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. He will devote approximately 30% of his time to the affairs of the Company.

Tracy Mabone (Age: 50) – Chief Financial Officer and Director

Tracy Mabone is the Chief Compliance Officer of Ascenta Finance Corp. and has experience in the legal and financial industries. She ensures that Ascenta Finance Corp. meets all compliance regulations, is the key contact for investors, and facilitates the closing of financings for the firm. She is also the Chief Financial Officer for Spey Resources Corp., a junior mining issuer listed on the CSE.

Ms. Mabone has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. She will devote approximately 30% of her time to the affairs of the Company.

Mike Cowin (Age:* 50*) – Director

Mike Cowin has years of business and investment experience. He currently serves as a director of Corom Funds Management and as Chairman of Dominos Pizza Japan. He also serves as a director of Rokmaster Resources Corp. (TSXV: RKR), a junior mining issuer. Mr. Cowin also serves as a board member of Bridgeclimb Australia and CTE Investments. Between 2007 and 2018, Mr. Cowin served as a director of Northcape Capital, a boutique investment fund based in Australia.

Mr. Cowin holds a Masters of Business Administration from the Australian Graduate School of Management and a Bachelor of Chemical Engineering (Honors) from the University of New South Wales.

Mr. Cowin has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company. He will devote approximately 10% of his time to the affairs of the Company.

John Mirko (Age: 63) – Director

Mr. Mirko is currently the President, Chief Executive Officer and director of Rokmaster Resources Corp. and a director of the Company. He has extensive experience in mining contracting, corporate finance, acquisitions and as a director and management of mining exploration and producing public companies. Mr. Mirko was formerly a founder and director of Roca Mines Inc., Stikine Energy Corp., Frontier Pacific Mining Corp., Pacific Rim Mining Corp and Auckland Explorations Ltd. He was also a director of Skylark Resources Ltd., Calypso Developments Ltd., and Acme Resources Ltd. Mr. Mirko is currently President of Canam Mining Corp., his private consulting-contracting firm. Mr. Mirko was a recipient of the E.A. Scholtz Award (2008) for Excellence in Mine Development and the 2009 British Columbia Mining and Sustainability Award for the MAX Molydenum Mine.

Mr. Mirko has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Mirko will devote approximately 15% of his time to the Company.

Term of Office of Directors

The term of office of the directors expires annually at the time of the Company’s annual general meeting. The term of office of the executive officers expires at the discretion of the Board.

Security Holding by Directors and Officers

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control over 4,820,000 Shares collectively, representing 58.6% of the currently issued and outstanding Common Shares.

Cease Trade Orders and Bankruptcies

To the Company's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company is, as at the date of this Prospectus, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any person or company, including the Company, that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the director or executive officer or promoter was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

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

To the Company's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company 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 hereof, a director or executive officer of any person or 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; or

(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.

Penalties or Sanctions

To the Company's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

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

Marshall Farris and Tracy Mabone are both directors of Ascenta Finance Corp., a registered exempt market dealer. On September 15, 2017, the BCSC imposed terms and conditions on Ascenta's registration for a one year term, resulting from a routine review of Ascenta Finance's business. Additionally, under section 141.2(5) of the Securities Act, Ascenta Finance Corp. was required to pay the cost of the review undertaken by the BCSC.

Personal Bankruptcies

No director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

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

There are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies and, therefore, it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

DIRECTOR AND EXECUTIVE COMPENSATION

Director and Executive Officer Compensation

Upon becoming a reporting issuer, the Company will have two (2) NEOs, Marshall Farris, the Chief Executive Officer, and Tracy Mabone, the Chief Financial Officer of the Company. In the event the Company is in a position to pay a base salary to any officer, such a base salary would be determined by the board of directors and may be based on performance contributions for the year and sustained performance contributions over a number of years. Officers of the Company will be eligible to receive discretionary bonuses as determined by the board of directors based on each officer's responsibilities, his achievement of corporate objectives and the Company's financial performance. There is no formal timing for when such an analysis would be performed or when NEOs would be eligible to receive a salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the board and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation.

The Company expects that the compensation of the NEOs, upon becoming a reporting issuer, in the year ended September 30, 2019 will be $21,000.

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

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

The Company did not compensate directors in the period from incorporation to September 30, 2018, other than compensation paid to John Mirko in the amount of $7,700 for professional consulting services while exploration work was carried out on the Property.

External Management Companies

All NEOs acting for the Company act on their own behalf and do not presently provide their services through an external management company.

Stock Option Plan

The Company has in effect the Stock Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders.

The Stock Option Plan was adopted by resolution of the directors of the Company on June 29, 2018 and is not subject to shareholder approval under the rules of the Exchange. As of the date of this Prospectus, the Company has not granted any stock options to any directors, officers or consultants of the Company. Details on the Stock Option Plan, including material terms, can be found in section "Options to Purchase Securities".

The Company has no equity incentive plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

The Company has no employment, consulting or management agreements in place.

Termination and Change of Control Benefits

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

INDEBTEDNESS OF DIRECTORS AND OFFICERS

Except for: (i) indebtedness that has been entirely repaid on or before the date of this Prospectus, and (ii) "routine indebtedness" (as defined in Form 51-102F5 of the Canadian Securities Administrators), the Company is not aware of any individuals who are, or who at any time since inception were, a director or executive officer of the Company, a proposed nominee for election as a director or an associate of any of those directors, executive officers or proposed nominees who are, or have been since the beginning of the most recently completed financial year indebted to the Company or any of its subsidiaries, or whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Prospectus as Appendix "A".

CORPORATE GOVERNANCE

The information required to be disclosed by NI 58-101 is attached to this Prospectus as Appendix "B".

PLAN OF DISTRIBUTION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange. This Offering consists of 3,500,000 Shares and is subject to the completion of a minimum subscription of 3,500,000 Shares to raise minimum gross proceeds of $350,000. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, and unless an amendment is filed and receipted, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Pursuant to the Agency Agreement, the Company has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling group arrangements with other investment dealers at no additional cost to the Company. The Agent will receive, on the Closing Date:

1. The Corporate Finance Fee, of which $10,500 has been paid;
2. The Agent's Commission;
3. The Agent's Warrants, which can be exercised at a price of $0.15 per Agent's Warrant for a period of 24 months from the Listing Date; and
4. The Agent's Expenses, of which a retainer of $10,000 has been paid toward such expenses.

The Agent has agreed to assist with the Offering on a commercially reasonable efforts basis, but is not obligated to purchase any of the Shares for its own account.

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

The Agency Agreement provides that, upon the occurrence of certain stated events such as the breach of any term of the Agency Agreement by the Company or at the discretion of the Agent on the basis of its assessment of the state of the financial markets or the market for the Shares that the Shares cannot be marketed profitably, the Agent may terminate the Offering.

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 as set out above.

Pursuant to the Agency Agreement the Company has granted to the Agent the right of first refusal to provide any brokered equity financing for a period of six months from the Closing Date.

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

The directors, officers and other insiders of the Company may purchase Shares under the Offering. The price of the Shares offered 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.

Listing of Common Shares

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

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not 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 Exchanged or the PLUS markets operated by PLUS Markets Group PLC). See "Risk Factors".

RISK FACTORS

The following information describes certain significant risks and uncertainties inherent in the Company's business and the Offering. Prospective investors should take these risks into account in evaluating the Company and in deciding whether to purchase Shares. This section does not describe all risks applicable to the Company, its industry or its business, and it is intended only as a summary of certain material risks. Prospective investors should carefully consider such risks and uncertainties together with the other information contained in this Prospectus. If any of such risks or uncertainties actually occur, the Company's business, financial condition or operating results could be harmed substantially and could differ materially from the plans and other forward-looking statements discussed under "*Management's Discussion and Analysis*" and "*Business of the Company*" and elsewhere in this Prospectus.

An investment in the Shares is highly speculative and involves a high degree of risk. Before making any investment decision, prospective investors should carefully consider all the information contained in this document including, in particular, the risk factors described below. The directors of the Company believe that the following risk factors should be considered. Some risk factors relate principally to the Offering. This list is not exhaustive and there are additional risks and uncertainties which are not currently known to the directors or the directors may currently deem certain risks immaterial. Any of these unknown or immaterial risks may cause the price of the Shares to decline and may have an adverse effect on the Company's business, financial condition and the results of the Company's operations.

In the event that any of the risks outlined below materialize, the Company's business, financial condition and results of operations may suffer significantly, the trading price of the Shares could decline and a purchaser may lose all or most of his or her investment.

When used in this Prospectus, the words "anticipate," "believe," and "estimate" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions, including the risk factors described herein. Should one or more of these risks or uncertainties materialize, or should such assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed or estimated. There is no assurance that the projected results will occur, that the Company's judgments or assumptions will prove correct, or that unforeseen developments will not occur requiring adjustments to the Company's anticipated future activities.

General

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

Insufficient Capital

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing and failure to do so could result in the loss or substantial dilution of the Company's interest in the Property. The Company's unallocated working capital on completion of the Offering will not suffice to fund the recommended Phase II exploration program on the Property and there is no assurance that the Company can successfully obtain additional financing to fund such Phase II program.

There can be no assurance that financing will be available to the Company or, if it is, that it will be available on terms acceptable to the Company and will be sufficient to fund cash needs until the Company achieves positive cash flow. If the Company is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations.

No Established Market

The Company has applied to list the securities distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange. There is currently no market through which the Company's 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 Offering 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. If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

Limited Business History

The Company has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, provide a return on investment or that it will successfully implement its plans.

Resale of Shares

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

Liquidity Concerns and Future Financing Requirements

After completion of the Offering, the Company may require additional financing in order to fund its ongoing exploration program on the Property. The ability of the Company to arrange such financing in the future will depend, in part, upon prevailing capital market conditions as well as the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of Common Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. The further exploration and development of the Property and any other mineral properties in which the Company may hold an interest will also require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Company's mineral properties. Events in the equity market may impact the Company's ability to raise additional capital in the future. At present, it is impossible to determine what amounts of additional funds, if any, may be required.

Property Interests

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

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 discovery of mineral deposits is dependent upon a number of factors. 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 the control of the Company. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of its Property as described herein will result in the discovery of commercial quantities of ore.

The Company has no history of operating earnings and the likelihood of success must be considered in light of problems and expenses which may be encountered in establishing a business.

Financing Risks

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

Negative Operating Cash Flow

The Company has negative operating cash flow. The failure of the Company to achieve profitability and positive operating cash flows could have a material adverse effect on the Company's financial condition and results of operations. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves to fund such negative cash flow. The Company expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of the Property. There is no guarantee that the Company will ever be profitable.

Exploration and Development

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

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

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Commercial Ore Deposits

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

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

Permits and Government Regulations

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

Environmental and Safety Regulations And Risks

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

The Property is located in an area known for its strong environmental activism and the Company may encounter strong opposition for any of its exploration and development plans which could result in significant delays to the Company’s plans, or result in increased costs to the Company.

Mineral Titles

The Company has not yet obtained a title opinion in respect of the Property. The claims on the Property have not been legally surveyed. The Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Company is satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property.

First Nations Land Claims

The Property may now or in the future be the subject of First Nations' land claims. The Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Property. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company will at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the Property and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Property.

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

Fluctuating Mineral Prices and Currency Risk

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in US dollars.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

Management

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

Tax Issues

Income tax consequences in relation to the Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Shares.

Dilution

The Offering Price of the Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer immediate and substantial dilution of their investment before considering costs associated with the Offering.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Shares distributed hereunder will be affected by such volatility. There is no public market for the Company's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The Offering Price of the Shares has been determined by negotiations between the Company and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

Conflicts of Interest

Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *BCBCA*. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results and financial condition.

Current Global Financial Condition

Current global financial conditions have been subject to increased volatility. The Company is subject to counterparty risk and liquidity risk. The Company is exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Company's cash; (ii) through companies that have payables to the Company; and (iii) through the Company's insurance providers. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

PROMOTERS

Marshall Farris is the promoter of the Company. He has ownership and control of 1,500,000 Common Shares of the issued and outstanding Common Shares of the Company as of the date of this Prospectus. See "*Directors and Executive Officers*" and "*Executive Compensation*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than as described herein, to the Company's knowledge, there are no legal proceedings or regulatory actions material to the Company to which it is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since the date of incorporation, and no such proceedings or actions are known by the Company to be contemplated.

There have been no penalties or sanctions imposed against the Company by a court or regulatory authority, and the Company has not entered into any settlement agreements before any court relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, no director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Shares, or any of their respective associates or affiliates, has any material interest, direct or indirect, in any transaction within the three years before the date of this Prospectus which has materially affected or is reasonably expected to materially affect the Company or a subsidiary of the Company.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

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

AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company's auditors are Manning Elliott LLP, having an address at 1700-1030 W. Georgia St., Vancouver, BC V6E 2Y3. The transfer agent and registrar for the Shares is National Issuer Services Ltd., having an address at 760 – 777 Hornby Street, Vancouver, BC V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation, which are currently in effect and considered to be currently material:

- Option Agreement between the Company and the Vendor referred to under "*Business of the Company*".
- Agency Agreement between the Company and the Agent dated ● referred to under "*Plan of Distribution*".
- Escrow Agreement referred to under "*Escrowed Securities*".
- Registrar and Transfer Agent Agreement between the Company and National Issuer Services Ltd. dated October 31, 2018.

A copy of any material contract and the Report may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Company's offices at 900 – 580 Hornby Street, Vancouver British Columbia V6C 3B6.

EXPERTS

Certain legal matters relating to the Offering under Canadian law will be passed upon by DuMoulin Black LLP on behalf of the Company and by Miller Thomson LLP on behalf of the Agent.

Linda Dandy, P. Geo. is the Author of the Report on the Property and is independent from the Company within the meaning of NI 43-101.

Manning Elliott LLP, auditor to the Company, have advised they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

No person or Company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or Company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report, valuation, statement or opinion described in this Prospectus, has received or shall receive a direct or indirect interest in any securities or other property of the Company or any associate or affiliate of the Company.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef, counsel to the Company, based on the current provisions of the Income Tax Act (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") prior to the date hereof, if the Shares were issued on the date hereof and listed and posted for trading on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or if the Company was a "public corporation" on the date hereof, as that term is defined in the Tax Act, then the Shares would at that time be a "qualified investment" for a trust governed by a "registered retirement savings plan" ("**RRSP**"), "registered retirement income fund" ("**RRIF**"), "tax-free savings account" ("**TFSA**"), "registered education savings plan" ("**RESP**"), "deferred profit sharing plan" and "registered disability savings plan" ("**RDSP**"), as those terms are defined in the Tax Act (collectively, the "**Plans**").

The Shares are not currently listed on a "designated stock exchange" and the Company is not currently a "public corporation" as that term is defined in the Tax Act. The Company has applied to list the Shares on the Exchange as of the day before Closing, with trading to resume at a later date upon completion of Closing in order to allow the Company to satisfy the conditions of the Exchange and to have the Shares listed and posted for trading prior to the issuance of the Shares on Closing. The Company must rely on the Exchange to list the Shares on the Exchange and have them posted for trading prior to the issuance of the Shares on Closing, and to otherwise proceed in such manner as may be required to result in the Shares being listed on the Exchange at the time of their issuance on Closing. If the Shares are not listed on the Exchange at the time of their issuance and the Company is not a "public corporation" for the purposes of the Tax Act at that time, the Shares will not be qualified investments for the Deferred Plans at that time.

Notwithstanding that a Common Share may be a qualified investment for a TFSA, RRSP, RRIF, RESP or RDSP (a "**Registered Plan**"), the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of the Shares if such Shares are a "prohibited investment" for the Registered Plan for purposes of the Tax Act. The Shares will generally be a "prohibited investment" for a Registered Plan if the holder or annuitant, as the case may be, does not deal at arm's length with the Company for the purposes of the Tax Act or has a "significant interest" (as defined in the Tax Act) in the Company. In addition, the Shares generally will not be a prohibited investment if the Shares are "excluded property" within the meaning of the Tax Act for the Registered Plan.

Purchasers who intend to hold Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces 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, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, 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. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

APPENDIX FS

FINANCIAL STATEMENTS

[*Attached as the following pages*.]

WALCOTT RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

SEPTEMBER 30, 2018

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3
Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Directors of
Walcott Resources Ltd.

We have audited the accompanying financial statements of Walcott Resources Ltd. which comprise the statement of financial position as at September 30, 2018, and the statements of comprehensive loss, changes in equity and cash flows for the period from incorporation date December 11, 2017 to September 30, 2018, and the related notes comprising 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 as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Walcott Resources Ltd. as at September 30, 2018, and its financial performance and its cash flows for the period from incorporation date December 11, 2017 to September 30, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Walcott Resources Ltd. to continue as a going concern.

/S /MANNING ELLIOTT LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 27, 2019

WALCOTT RESOURCES LTD.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	As at September 30, 2018
		$
ASSETS		
CURRENT		
Cash		65,545
Taxes recoverable		4,403
Prepaid expenses	11 (ii)	10,000
		79,948
Exploration and evaluation asset	5	123,484
TOTAL ASSETS		203,432
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities		21,065
		21,065
SHAREHOLDERS' EQUITY		
Share capital , net of issuance costs	6	202,800
Deficit		(20,433)
		182,367
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		203,432

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENTS (Note 11)
SUBSEQUENT EVENT (Note 12)

Approved and authorized for issue on behalf of the Board on March 27, 2019:

"Marshall Farris" Director *"Tracy Mabone "* Director

The accompanying notes are an integral part of these financial statements

STATEMENT OF COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

	Note	Period ended September 30, 2018
		$
EXPENSES		
Professional fees	11(ii)	20,256
Office and miscellaneous		177
NET LOSS AND COMPREHENSIVE LOSS		20,433
LOSS PER SHARE – Basic and diluted		0.00
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		6,975,904

The accompanying notes are an integral part of these financial statements

WALCOTT RESOURCES LTD.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares			
	Number of Shares	Amount	Accumulated Deficit	Total Equity
		$	$	$
Incorporation, December 11, 2017	-	-	-	-
Shares issued for cash (Note 6)	8,020,000	197,000	-	197,000
Share issuance costs (Note 6)	-	(4,200)	-	(4,200)
Shares issued for mineral property (Note 5)	200,000	10,000	-	10,000
Net loss for the period	-	-	(20,433)	(20,433)
Balance, September 30, 2018	8,220,000	202,800	(20,433)	182,367

The accompanying notes are an integral part of these financial statements

WALCOTT RESOURCES LTD.
STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

	Period ended September 30, 2018
	$
CASH PROVIDED BY (USED IN):	
OPERATING ACTIVITIES	
Net loss for the period	(20,433)
Changes in cash and non-cash working capital balances:	
Increase in taxes recoverable	(4,403)
Increase in accounts payable and accrued liabilities	7,625
Increase in prepaid expenses	(10,000)
Cash used in operating activities	(27,211)
INVESTING ACTIVITIES	
Mineral property acquisition payments	(35,000)
Exploration and evaluation asset expenditures	(65,044)
Cash used in investing activities	(100,044)
FINANCING ACTIVITIES	
Issuance of common shares	197,000
Share issuance costs	(4,200)
Cash provided by financing activities	192,800
INCREASE IN CASH	65,545
CASH, BEGINNING OF PERIOD	-
CASH, END OF PERIOD	65,545
SUPPLEMENTAL CASH DISCLOSURES	
Interest paid	$ -
Income taxes paid	$ -
SIGNIFICANT NON-CASH TRANSACTIONS	
Issuance of common shares for mineral property (Note 5)	$ 10,000

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Walcott Resources Ltd. ("the Company") was incorporated on December 11, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 900 - 580 Hornby Street, Vancouver, BC British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at September 30, 2018, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

The Company has not generated revenue to date and had a deficit of $20,433 as at September 30, 2018, which has been funded by the issuance of equity. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 27, 2019.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

c) Cash equivalents

Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of September 30, 2018, the Company held no cash equivalents.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

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

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

f) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

h) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss

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

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

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the period end date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each period end date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

k) Financial instruments

Financial instruments are defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

Financial instruments are classified as fair value through profit or loss (“FVTPL”) when they are held for trading. A financial instrument is held for trading if it was acquired for the purpose of selling in the near term. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period.

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company’s cash is classified as FVTPL.

Financial assets classified as loans-and-receivables and held-to-maturity are measured at amortized cost. At September 30, 2018, the Company had not classified any financial assets as loans and receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. At September 30, 2018, the Company had not classified any financial assets as available-for-sale.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Other financial liabilities are initially recorded at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method. The Company's accounts payable and promissory notes payable are classified as other financial liabilities.

Impairment of financial assets

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

l) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as share issue costs.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

Significant accounting estimates

i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable; and

Significant accounting judgments

i. the evaluation of the Company’s ability to continue as a going concern; and

ii. the measurement of deferred income tax assets and liabilities.

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

<u>Effective for annual periods beginning on or after January 1, 2018</u>

IFRS 2 Share-based Payment
The amendments clarify the classification and measurement of share-based payment transactions.

IFRS 9 Financial Instruments – Classification and Measurement
IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

IFRS 15 Revenue from Contracts with Customers
IFRS 15 is a new standards which supersedes *IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers*, and *SIC 31 – Revenue – Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

<u>Effective for annual periods beginning on or after January 1, 2019</u>

New standard IFRS 16 Leases
IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The Company does not expect the adoption of these standards and interpretations to have significant impact to the financial statements.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after July 1, 2017, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list above.

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	$	$	$
Opening balance	-	-	-
Acquisition and exploration costs	45,000	78,484	123,484
Balance, September 30, 2018	45,000	78,484	123,484

Cobalt Hill Property

Pursuant to an option agreement (the “Agreement”) dated February 5, 2018, the Company was granted an option to acquire a 100% undivided interest in certain Cobalt Hill mineral claims (the “Property”) located in the Trail Creek Mining Division in British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by making cash payments totaling $355,000, and issuing a total of 1,100,000 common shares of the Company as follows:

- Upon signing the Agreement – 200,000 common shares (measured at $10,000 using a share price of $0.05 and issued on September 29, 2018) and $35,000 in cash (paid);
- On or before February 5, 2019 - 200,000 common shares (issued, see Note 12) and $40,000 in cash (paid, see Note 12);
- On or before February 5, 2020 - 300,000 common shares and $80,000 in cash;
- On or before February 5, 2021 - 400,000 common shares and $200,000 in cash.

The optionor will retain a 1.5% Net Smelter Returns royalty on the Property.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

As at September 30, 2018, the Company did not have any shares held in escrow.

6. SHARE CAPITAL (continued)

c) Issued and Outstanding as at September 30, 2018: 8,020,000 common shares.

During the period ended September 30, 2018, the Company had the following share capital transactions:

(i) In December 2017, the Company issued 2,000,000 common shares to directors and management of the Company at a price of $0.005 per share for gross proceeds of $10,000.

(ii) In January 2018, the Company issued 3,800,000 flow-through shares at a price of $0.02 per share for gross proceeds of $76,000, including 2,200,000 flow-through shares for gross proceeds of $44,000 issued to directors and management of the Company. The Company paid $4,200 in legal fees in connection with this private placement.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review the Company did not recognize any premium on the flow-through shares issued.

(iii) In February 2018, the Company issued 2,220,000 common shares at a price of $0.05 per share for gross proceeds of $111,000, including 620,000 common shares for gross proceeds of $31,000 issued to directors and management of the Company.

(iv) In September 2018, the Company issued 200,000 common shares to the optionor per agreement described in Note 5.

7. RELATED PARTY BALANCES AND TRANSACTIONS

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

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the period ended September 30, 2018, the Company had no transactions with related parties other than investments in equity described in Note 6.

(Expressed in Canadian dollars)

8. INCOME TAXES

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	Period ended September 30, 2018
Canadian statutory income tax rate	26%
	$
Income tax recovery at statutory rate	(5,300)
Effect of income taxes of:	
Permanent differences	(1,100)
Income tax rate change	(200)
Change in deferred tax assets not recognized	6,600
Deferred income tax recovery	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	September 30, 2018
	$
Non-capital loss carry forwards	5,700
Share issuance costs	900
Deferred tax assets not recognized	(6,600)
	-

The Company has losses carried forward of approximately $21,000 available to reduce income taxes in future years which expire in 2038. In addition, the Company has accumulated Canadian Exploration Expenses, and Canadian Development Expenses for income tax purposes of approximately $123,000. The expenditures pools can be carried forward indefinitely to be applied against income of future years.

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject. The Company considers the aggregate of its share capital, contributed surplus and deficit 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. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at September 30, 2018 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	65,545	-	-	65,545

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at September 30, 2018 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. COMMITMENTS

i) The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 5.

ii) The Company entered into an agency agreement with PI Financial Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to $350,000 in the initial public offering ("IPO") by the issuance of up to 3,500,000 common shares of the Company at a price of $0.10 per common share.

    Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a commission of 10% of the gross proceeds of the IPO. The Company has agreed to pay to the Agent a commission of 9% of the gross proceeds of the IPO on the closing of the IPO. The Company has also agreed to pay to the Agent a corporate finance fee of $20,000 plus GST of $1,000 for a total of $21,000. In addition, the Company will pay the Agent's legal fees incurred, and any other reasonable expenses of the Agent pursuant to the IPO. The Company has also agreed to grant to the Agent options (the "Agent's Option") which will entitle the Agent to purchase up to 9% of the common shares sold under the IPO, at $0.15 per share for 24 months from the listing date. As at September 30, 2018, the Company had paid $10,000 plus GST of $500 in corporate finance fee (included in professional fees for the period ended September 30, 2018) and $10,000 in future legal expenses (included in prepaid expenses at September 30, 2018) for a total amount of $20,500.

12. SUBSEQUENT EVENT

In February 2019, the Company paid $40,000 and issued another 200,000 common shares to the optionor per agreement described in Note 5.

WALCOTT RESOURCES LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE PERIODS ENDED

DECEMBER 31, 2018 AND 2017

(Unaudited – Prepared by Management)

WALCOTT RESOURCES LTD.
Condensed Interim Statement of Financial Position
(Expressed in Canadian dollars)

As at	Notes		December 31, 2018 (Unaudited)		September 30, 2018 (Audited)
ASSETS					
Current Assets					
Cash	10	$	38,316	$	65,545
Taxes recoverable			5,351		4,403
Prepaid expenses	11(ii)		10,000		10,000
Total current assets			53,667		79,948
Exploration and evaluation asset	5		123,484		123,484
Total assets		$	177,151	$	203,432
EQUITY AND LIABILITIES					
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities		$	23,543	$	21,065
Total liabilities			23,543		21,065
Equity					
Share capital , net of issuance costs	6		202,800		202,800
Deficit			(49,192)		(20,433)
Total equity			153,608		182,367
Total equity and liabilities		$	177,151	$	203,432

Nature of Operations and Going Concern (Note 1)
Commitments (Note 10)
Subsequent event (Note 11)

Approved and authorized for issue on behalf of the Board:
"Marshall Farris" Director

"Tracy Mabone" Director

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

WALCOTT RESOURCES LTD.
Condensed Interim Statement of Comprehensive Loss
For the three months ended December 31, 2018 and the period from incorporation on December 11, 2017 to December 31, 2017
(Expressed in Canadian dollars)

	Notes		December 31, 2018 (Unaudited)		December 31, 2017 (Unaudited)
Expenses					
Professional fees		$	25,065	$	-
Marketing			3,000		-
Office and miscellaneous			694		-
Net loss and comprehensive loss		$	(28,759)	$	-
Weighted average number of common shares outstanding			8,220,000		1,300,000
Basic and diluted net loss per share		$	(0.00)	$	(0.00)

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

WALCOTT RESOURCES LTD.
Condensed Interim Statement of Changes in Equity
For the three months ended December 31, 2018 and the period from incorporation on December 11, 2017 to December 31, 2017
(Expressed in Canadian dollars)

	Notes	Number of Shares		Share Capital		Deficit		Total
Balance, December 11, 2017		-	$	-	$	-	$	-
Shares issued to founders		2,000,000		10,000		-		-
Balance, December 31, 2017		**2,000,000**	**$**	**10,000**	**$**	**-**	**$**	**10,000**
Balance, September 30, 2018		8,220,000		202,800		(20,433)		182,367
Comprehensive loss		-		-		(28,759)		(28,759)
Balance, December 31, 2018		**8,220,000**	**$**	**202,800**	**$**	**(49,192)**	**$**	**153,608**

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

WALCOTT RESOURCES LTD.
Condensed Interim Interim Statement of Cash Flows
For the three months ended December 31, 2018 and the period from incorporation on December 11, 2017 to December 31, 2017
(Expressed in Canadian dollars)

		December 31, 2018 (Unaudited)		December 31, 2017 (Unaudited)
Operating activities				
Net loss	$	(28,759)	$	-
Changes in cash and non-cash working capital balances:				
Increase in taxes recoverable		(948)		-
Increase in accounts payable and accrued liabilities		2,478		-
Net cash used in operating activities		(27,229)		-
Investing activities				
Mineral property acquisition payments		-		-
Exploration and evaluation asset expenditures		-		-
Net cash used in investing activities		-		-
Financing activities				
Issuance of share capital		-		10,000
Net cash provided by financing activities		-		10,000
Net change in cash		(27,229)		-
Cash, beginning of period		65,545		10,000
Cash, end of period	$	38,316	$	10,000

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

1. Nature of Operations and Going Concern

Walcott Resources Ltd. ("the Company") was incorporated on December 11, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 900 - 580 Hornby Street, Vancouver, BC British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at December 31, 2018, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time.

The Company has not generated revenue to date and has a deficit of $49,192 as at December 31, 2018, which has been funded by the issuance of equity. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. Significant Accounting Policies

a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Accordingly, certain disclosures required in annual financial statements have been condensed or omitted. These condensed interim financial statements are intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim financial statements be read in conjunction with the most recent audited annual financial statements of the Company for the period from incorporation on December 11, 2017 to September 30, 2018.

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

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 27, 2019.

b) Basis of presentation

The condensed interim financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

c) The accounting policies followed by the Company are set out in Note 3 to the annual financial statements for September 30, 2018 and have been consistently followed in the preparation of these condensed interim financial statements, except as described in Note 4 below.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

There have been no material revisions to the nature of estimates and judgments during the three months ended December 31, 2018 as compared to the September 30, 2018 year end.

4. NEW ACCOUNTING STANDARDS

a) Adoption of new accounting standards:

On October 1, 2018, the Company adopted a new accounting standard IFRS 9 *Financial Instruments which* replaces IAS 39 – Financial Instruments: Recognition and Measurement and is intended to reduce the complexity in the classification and measurement of financial instruments. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The Company has assessed the classification and measurement of its financial assets and financial liabilities in accordance with the new measurement categories under IFRS 9. Classification and measurement of the Company's assets and liabilities remained the same.

On October 1, 2018, the Company adopted a new accounting standard IFRS 15 – *Revenue from Contracts with Customers,* effective for annual periods beginning on or after January 1, 2018 using the retrospective method of adoption. IFRS 15 establishes a five-step model to account for revenue arising from contracts with customer. The Company generates revenue through licensing and lease agreements with a sole customer. The Company has reviewed the guidance found in IFRS 15 and determined that there are no changes to the Company's financial statements as the Company is not generating any revenues yet.

b) New accounting standards issued but not yet effective:

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

(Expressed in Canadian dollars)

New standard IFRS 16 Leases
IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties of a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model.

The Company does not expect the adoption of these standards and interpretations to have significant impact to the financial statements.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after July 1, 2017, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list above.

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	**Exploration Costs**	**Total**
	$	$	$
Opening balance	-	-	-
Acquisition and exploration costs	45,000	78,484	123,484
Balance, September 30, 2018	45,000	78,484	123,484
Acquisition and exploration costs	-	-	-
Balance, December 31, 2018	45,000	78,484	123,484

Cobalt Hill Property

Pursuant to an option agreement (the "Agreement") dated February 5, 2018, the Company was granted an option to acquire a 100% undivided interest in certain Cobalt Hill mineral claims (the "Property") located in the Trail Creek Mining Division in British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by making cash payments totaling $355,000, and issuing a total of 1,100,000 common shares of the Company as follows:

- Upon signing the Agreement – 200,000 common shares (estimated at $10,000 using a share price of $0.05 and issued on September 29, 2018) and $35,000 in cash (paid);
- On or before February 5, 2019 - 200,000 common shares (issued subsequent to December 31, 2018, see Note 11) and $40,000 in cash (paid);
- On or before February 5, 2020 - 300,000 common shares and $80,000 in cash;

- On or before February 5, 2021 - 400,000 common shares and $200,000 in cash.

The optionor will retain a 1.5% Net Smelter Returns royalty on the Property.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

As at December 31, 2018, the Company did not have any shares held in escrow.

c) Issued and Outstanding as at December 31, 2018: 8,220,000 common shares.

7. RELATED PARTY BALANCES AND TRANSACTIONS

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

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the three month period ended December 31, 2018, the Company had no transactions with related parties.

8. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject. The Company considers the aggregate of its share capital, contributed surplus and deficit 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. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at December 31, 2018 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	38,316	-	-	38,316

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at December 31, 2018 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

10. COMMITMENTS

i) The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 5.

ii) The Company entered into an agency agreement with PI Financial Corp. (the "Agent") whereby the Agent has agreed to raise on commercially reasonable efforts up to $350,000 in the initial public offering ("IPO") by the issuance of up to 3,500,000 common shares of the Company at a price of $0.10 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a commission of 10% of the gross proceeds of the IPO. The Company has agreed to pay to the Agent a commission of 9% of the gross proceeds of the IPO on the closing of the IPO. The Company has also agreed to pay to the Agent a corporate finance fee of $20,000 plus GST of $1,000 for a total of $21,000. In addition, the Company will pay the Agent's legal fees incurred, and any other reasonable expenses of the Agent pursuant to the IPO. The Company has also agreed to grant to the Agent options (the "Agent's Option") which will entitle the Agent to purchase up to 9% of the common shares sold under the IPO, at $0.15 per share for 24 months from the listing date. As at December 31, 2018, the Company had paid $10,000 plus GST of $500 in corporate finance fee and $10,000 in future legal expenses (included in prepaid expenses at September 30, 2018) for a total amount of $20,500.

11. SUBSEQUENT EVENT

In February 2019, the Company paid $40,000 and issued another 200,000 common shares to the optionor pursuant to the agreement described in Note 5.

APPENDIX "A"

AUDIT COMMITTEE DISCLOSURE

Pursuant to NI 52-110 the Company is required to and hereby discloses the following information.

Audit Committee Charter

I. MANDATE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Walcott Resources Ltd. (the "**Company**") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;

2. The compliance of such statements and information with legal and regulatory requirements;

3. The qualifications and independence of the Company's independent external auditor (the "**Auditor**"); and

4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three members, a majority of which shall be independent.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least once in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company, consistent with Independence Standards Board Standard 1.

2) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

3) Require the Auditor to report directly to the Committee.

4) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

5) Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

6) Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor.

7) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the Auditor unless such non-audit services:

    (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;

    (b) were not recognized by the Company at the time of the engagement to be non-audit services; and

    (c) are promptly brought to the attention of the Committee by management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Company

8) Establish procedures for:

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

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

9) Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

10) Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

11) Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

12) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

13) Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:

(i) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor or management.

(ii) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

14) Review the Company's annual and quarterly financial statements, management discussion and analysis (MD&A), annual information form, and management information circular before the Board approves and the Company publicly discloses this information.

15) Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

16) Review any disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material

weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

17) Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

18) Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

19) Meet, to the extent it deems necessary or appropriate, with management and the Auditor in separate executive sessions at least quarterly.

20) Have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other consultants to advise the Committee advisors.

21) Make regular reports to the Board.

22) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

23) Annually review the Committee's own performance.

24) Provide an open avenue of communication among the Auditor the Board.

25) Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. <u>Limitation of Audit Committee's Role</u>

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

Composition of Audit Committee

The current members of the Committee are Mike Cowin, John Mirko and Marshall Farris. All of the members are financially literate. Mike Cowin and John Mirko are independent. “Independent” and “financially literate” have the meaning used in section 1.6 of NI 52-110.

Relevant Education and Experience

The relevant education and/or experience of each member of the Committee is as follows:

Mike Cowin (Chair): Mr. Cowin has several years of public company senior management experience as well as experience as a portfolio manager and analyst. Mr. Cowin holds a Masters of Business Administration from the Australian Graduate School of Management and a Bachelor of Chemical Engineering (Honors) from the University of NSW.

John Mirko: Mr. Mirko has several years of public company senior management experience.

Marshall Farris: Mr. Farris has several years of public company senior management experience.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the NI 52-110, the engagement of non-audit services is considered by the Board and, where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

The aggregate fees charged to the Company by the external auditor the last fiscal year is as follows:

	For the period ended September 30, 2018
Audit Costs including Audit Fees	$6,000
All other fees (tax and non-tax) :	Nil
Total Fees:	**$6,000**

Exemption

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

APPENDIX "B"

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to NI 58-101, the Company is required to and hereby discloses its corporate governance practices as follows.

Board of Directors

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

Marshall Farris is Chief Executive Officer and President of the Company and is therefore not independent. Tracy Mabone is the Chief Financial Officer and Corporate Secretary of the Company and is therefore not independent. Mike Cowin and John Mirko, both directors of the Company, are "independent" in that they are both independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Directorships

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Marshall Farris	Philippine Metals Inc. Spey Resources Corp.
Tracy Mabone	N/A
Mike Cowin	Rokmaster Resources Corp. Dominos Pizza Japan
John Mirko	Rokmaster Resources Corp.

Orientation and Continuing Education

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

Ethical Business Conduct

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

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

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

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

Compensation

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

Other Board Committees

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

Assessments

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

APPENDIX "C"

WALCOTT RESOURCES LTD.

STOCK OPTION PLAN

JUNE 29, 2018

TABLE OF CONTENTS

STOCK OPTION PLAN

WALCOTT RESOURCES LTD.

ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

As used herein, unless anything in the subject matter or context is inconsistent therewith, the following terms shall have the meanings set forth below:

(a) "Act" means the *Business Corporations Act* (British Columbia);

(b) "Administrator" means such director or other senior officer or employee of the Company as may be designated as Administrator by the Board from time to time;

(c) "affiliate" has the meaning ascribed thereto in the Act;

(d) "associate" has the meaning ascribed thereto in the Securities Act;

(e) "Award Date" means the date on which the Board grants a particular Option;

(f) "Board" means the board of directors of the Company;

(g) "Change of Control" means the acquisition by any person or by any person and a joint actor, whether directly or indirectly, of voting securities of the Company, which, when added to all other voting securities of the Company at the time held by such person or by such person and a joint actor, totals for the first time not less than fifty percent (50%) of the outstanding voting securities of the Company or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board;

(h) "Company" means Walcott Resources Ltd.;

(i) "Consultant" means an individual or Consultant Company, other than an Employee or a Director, that:

  (i) is engaged to provide on an ongoing *bona fide* basis consulting, technical, management or other services to the Company or to an affiliate of the Company, other than services provided in relation to a distribution,

  (ii) provides the services under a written contract between the Company or the affiliate and the individual or a Consultant Company,

  (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an affiliate of the Company, and

(iv) has a relationship with the Company or an affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company;

(j) "Consultant Company" means, for an individual consultant, a company or partnership of which the individual consultant is an employee or shareholder or partner;

(k) "Director" means a director, officer, Management Company Employee of the Company or an affiliate of the Company to whom Options can be granted in reliance on a prospectus exemption under applicable securities laws;

(l) "Disinterested Shareholder Approval" means approval by a majority of the votes cast by all the Company's shareholders at a duly constituted shareholders' meeting, excluding votes attached to shares of the Company beneficially owned by insiders to whom options may be granted under the Plan and their associates and affiliates;

(m) "Employee" means:

(i) an individual who is considered an employee of the Company or its subsidiary under the *Income Tax Act* (Canada) (i.e. for whom income tax, employment insurance and CPP deductions must be made at source),

(ii) an individual who works full-time for the Company or its subsidiary providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work, as an employee of the Company, but for whom income tax deductions are not made at source, or

(iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source;

(n) "Exchange" means the Canadian National Stock Exchange or, if the Shares are no longer listed for trading on the Canadian National Stock Exchange, such other exchange or quotation system on which the Shares are listed or quoted for trading;

(o) "Exercise Notice" means the notice respecting the exercise of an Option in the form set out as Schedule "B" hereto, duly executed by the Option Holder;

(p) "Exercise Period" means the period during which a particular Option may be exercised and is the period from and including the Award Date through to and including the Expiry Date, subject to the provisions of the Plan relating to the vesting of Options;

(q) "Exercise Price" means the price at which an Option may be exercised as determined in accordance with paragraph 3.3;

(r) “Expiry Date” means the date determined in accordance with paragraphs 3.4 and 3.8 and after which a particular Option cannot be exercised;

(s) “insider” has the meaning ascribed thereto in the Securities Act;

(t) “Investor Relations Activities” has the meaning ascribed thereto in the Securities Act;

(u) “Management Company Employee” means an individual employed by a person providing management services to the Company, which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a person involved in Investor Relations Activities;

(v) “Option” means an option to acquire Shares, awarded to a Director, Employee or Consultant pursuant to the Plan;

(w) “Option Certificate” means the certificate, substantially in the form set out as Schedule “A” hereto, evidencing an Option;

(x) “Option Holder” means a Director, Employee or Consultant, or a former Director, Employee or Consultant, who holds an unexercised and unexpired Option or, where applicable, the Personal Representative of such person;

(y) “Plan” means this stock option plan;

(z) “Personal Representative” means:

  (i) in the case of a deceased Option Holder, the executor or administrator of the deceased duly appointed by a court or public authority having jurisdiction to do so, and

  (ii) in the case of an Option Holder who for any reason is unable to manage his or her affairs, the person entitled by law to act on behalf of such Option Holder;

(aa) “Securities Act” means the *Securities Act*, R.S.B.C. 1996, c.418, as amended, as at the date hereof; and

(bb) “Share” or “Shares” means, as the case may be, one or more common shares without par value in the capital of the Company.

1.2 Choice of Law

The Plan is established under and the provisions of the Plan are to be interpreted and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

1.3 Headings

The headings used herein are for convenience only and are not to affect the interpretation of the Plan.

ARTICLE 2
PURPOSE AND PARTICIPATION

2.1 Purpose

The purpose of the Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified Directors, Employees and Consultants, to reward such of those Directors, Employees and Consultants as may be awarded Options under the Plan by the Board from time to time for their contributions toward the long term goals of the Company and to enable and encourage such Directors, Employees and Consultants to acquire Shares as long term investments.

2.2 Participation

The Board shall, from time to time, in its sole discretion determine those Directors, Employees and Consultants, if any, to whom Options are to be awarded. If the Board elects to award an Option to a Director, the Board shall, in its sole discretion but subject to paragraph 3.2, determine the number of Shares to be acquired on the exercise of such Option. A director of the Company to whom an Option may be granted shall not participate in the decision of the Board to grant such Option. If the Board elects to award an Option to an Employee or Consultant, the number of Shares to be acquired on the exercise of such Option shall be determined by the Board in its sole discretion, and in so doing the Board may take into account the following criteria:

(a) the remuneration paid to the Employee or Consultant as at the Award Date in relation to the total remuneration payable by the Company to all of its Employees and Consultants as at the Award Date;

(b) the length of time that the Employee or Consultant has been employed or engaged by the Company;

(c) the quality of work performed by the Employee or Consultant; and

(d) any other factors which it may deem proper and relevant.

2.3 Notification of Award

Following the approval by the Board of the awarding of an Option, the Administrator shall notify the Option Holder in writing of the award and shall enclose with such notice the Option Certificate representing the Option so awarded.

2.4 Copy of Plan

Each Option Holder, concurrently with the notice of the award of the Option, shall be provided with a copy of the Plan, unless a copy has been previously provided to the Option Holder. A copy of any amendment to the Plan shall be promptly provided by the Administrator to each Option Holder.

2.5 Limitation

The Plan does not give any Option Holder that is a Director the right to serve or continue to serve as a Director of the Company nor does it give any Option Holder that is an Employee or Consultant the right to be or to continue to be employed or engaged by the Company. Participation in the Plan by an Option Holder is voluntary.

ARTICLE 3
TERMS AND CONDITIONS OF OPTIONS

3.1 Board to Allot Shares

The Shares to be issued to Option Holders upon the exercise of Options shall be allotted and authorized for issuance by the Board prior to the exercise thereof.

3.2 Number of Shares

The maximum number of Shares issuable under the Plan, together with the number of Shares issuable under outstanding options granted otherwise than under the Plan, shall not exceed 10% of the Shares outstanding from time to time. Additionally, the Company shall not grant Options:

(a) to any one person in any 12 month period which could, when exercised, result in the issuance of Shares exceeding five percent (5%) of the issued and outstanding Shares of the Company unless the Company has obtained the requisite Disinterested Shareholder Approval to the grant; or

(b) to any one Consultant in any 12 month period which could, when exercised, result in the issuance of Shares exceeding 2% of the issued and outstanding Shares of the Company; or

(c) in any 12 month period, to persons employed or engaged by the Company to perform Investor Relations Activities which could, when exercised, result in the issuance of Shares exceeding, in aggregate, 2% of the issued and outstanding Shares of the Company.

If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares in respect of which Option expired or terminated shall again be available for the purposes of the Plan.

3.3 Exercise Price

The Exercise Price shall be that price per share, as determined by the Board in its sole discretion as of the Award Date, at which an Option Holder may purchase a Share upon the exercise of an Option, and shall not be less than the last closing price of the Company’s Shares traded through the facilities of the Exchange prior to the grant of the Option, less any discount permitted by the Exchange, or such other price as may be required by the Exchange. Any reduction in the exercise price of an Option held by an Option Holder who is an insider of the Company at the time of the proposed reduction will require Disinterested Shareholder Approval.

3.4 Term of Option

Subject to paragraph 3.5, the Expiry Date of an Option shall be the date so fixed by the Board at the time the particular Option is awarded, provided that such date shall not be later than the tenth anniversary of the Award Date of the Option.

3.5 Termination of Option

An Option Holder may, subject to any vesting provisions applicable to Options hereunder, exercise an Option in whole or in part at any time or from time to time during the Exercise Period provided that, with respect to the exercise of part of an Option, the Board may at any time and from time to time fix a minimum or maximum number of Shares in respect of which an Option Holder may exercise part of any Option held by such Option Holder. Any Option or part thereof not exercised within the Exercise Period shall terminate and become null, void and of no effect as of 5:00 p.m. local time in Vancouver, British Columbia, on the Expiry Date. The Expiry Date of an Option shall be the earlier of the date so fixed by the Board at the time the Option is awarded and the date established, if applicable, in sub-paragraphs (a) to (c) below (the "Early Termination Date"):

(a) Death

In the event that the Option Holder should die while he or she is still a Director (if he or she holds his or her Option as Director) or Employee or Consultant (if he or she holds his or her Option as Employee or Consultant), the Early Termination Date shall be twelve (12) months from the date of death of the Option Holder; or

(b) Ceasing to Hold Office

In the event that the Option Holder holds his or her Option as Director of the Company and such Option Holder ceases to be a Director of the Company other than by reason of death, the Early Termination Date of the Option shall be the date following 90 days after the Option Holder has ceased to be a Director, unless the Option Holder ceases to be a Director of the Company but continues to be engaged by the Company as an Employee or a Consultant, in which case the Expiry Date shall remain unchanged, or unless the Option Holder ceases to be a Director of the Company as a result of:

(i) ceasing to meet the qualifications set forth in the *Business Corporations Act* (British Columbia), or

(ii) a resolution having been passed by the shareholders of the Company pursuant to the *Business Corporations Act* (British Columbia) removing the Director as such, or

(iii) by order of the British Columbia Registrar of Companies, British Columbia Securities Commission, the Exchange or any other regulatory body having jurisdiction to so order,

in which case the Early Termination Date shall be the date the Option Holder ceases to be a Director of the Company.

(c) Ceasing to be an Employee or a Consultant

In the event that the Option Holder holds his or her Option as an Employee or Consultant of the Company and such Option Holder ceases to be an Employee or Consultant of the Company other than by reason of death, the Early Termination Date of the Option shall be the date following 90 days after the Option Holder ceases to be an Employee or Consultant, unless the Option Holder continues to be in a different position with the Company, in which case the Expiry Date shall remain unchanged, or unless the Option Holder ceases to be an Employee or Consultant of the Company as a result of:

(i) termination for cause or, in the case of a Consultant, breach of contract, or

(ii) by order of the British Columbia Registrar of Companies, British Columbia Securities Commission, the Exchange or any other regulatory body having jurisdiction to so order,

in which case the Early Termination Date shall be the date the Option Holder ceases to be an Employee or Consultant of the Company.

Notwithstanding the foregoing, the Early Termination Date for Options granted to any Option Holder engaged primarily to provide Investor Relations Activities shall be the 30th day following the date that the Option Holder ceases to be employed in such capacity, unless the Option Holder continues to be engaged by the Company as an Employee or Director, in which case the Early Termination Date shall be determined as set forth above.

3.6 Vesting Requirements

All Options granted pursuant to the Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. All Options granted to Consultants performing Investor Relations Activities will vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period.

The Option Certificate representing any such Option will disclose any vesting conditions.

3.7 Effect of a Take-Over Bid

If a *bona fide* offer (an "Offer") for Shares is made to an Option Holder or to shareholders of the Company generally or to a class of shareholders which includes the Option Holder, which Offer, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of the Securities Act, the Company shall, immediately upon receipt of notice of the Offer, notify each Option Holder of the full particulars of the Offer, whereupon all Shares subject to Options will become vested and the Options may be exercised in whole or in part by each Option Holder so as to permit each Option Holder to tender the Shares received upon exercise of his Options, pursuant to the Offer. However, if:

(a) the Offer is not completed within the time specified therein; or

(b) all of the Shares acquired by the Option Holder on the exercise of his Option and tendered pursuant to the Offer are not taken up or paid for by the offeror in respect thereof;

then the Shares received upon the exercise of such Options, or in the case of clause (b) above, the Shares that are not taken up and paid for, may be returned by each Option Holder to the Company and reinstated as authorized but unissued Shares and with respect to such returned Shares, the Options shall be reinstated as if they had not been exercised and the terms upon which such Shares were to become vested pursuant to paragraph 3.6 shall be reinstated. If any Shares are returned to Company under this paragraph 3.7, the Company shall immediately refund the exercise price to the Option Holder for such Shares.

3.8 Acceleration of Expiry Date

If at any time when an Option granted under the Plan remains unexercised an Offer is made by an offeror, the Board may, upon notifying each Option Holder of full particulars of the Offer, declare vested all Shares issuable upon the exercise of Options granted under the Plan, and, notwithstanding paragraphs 3.4 and 3.5, declare that the Expiry Date for the exercise of all unexercised Options granted under the Plan is accelerated so that all Options will either be exercised or will expire prior to the date upon which Shares must be tendered pursuant to the Offer.

3.9 Effect of Reorganization, Amalgamation or Merger

If the Company is reorganized, amalgamated or merges with or into another Company, at the discretion of the Board, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Option Holder would have received upon such reorganization, amalgamation or merger if the Option Holder had exercised his Option immediately prior to the record date applicable to such reorganization, amalgamation or merger, and the exercise price shall be adjusted appropriately by the Board and such adjustment shall be binding for all purposes of the Plan.

3.10 Effect of Change of Control

If a Change of Control occurs, all Shares subject to each outstanding Option will become vested, subject to any required approval of the Exchange, whereupon all Options may be exercised in whole or in part by the Option Holder.

3.11 Assignment of Options

Options may not be assigned or transferred, provided however that the Personal Representative of an Option Holder may, to the extent permitted by paragraph 4.1, exercise the Option within the Exercise Period.

3.12 Adjustments

If, prior to the complete exercise of any Option, the Shares are consolidated, subdivided, converted, exchanged or reclassified or in any way substituted for (collectively the “Event”) other shares of the Company, an Option, to the extent that it has not been exercised, shall be adjusted by the Board in accordance with such Event in the manner the Board deems appropriate. No fractional Shares shall be issued upon the exercise of any Option and accordingly, if as a result of the Event, an Option Holder would become entitled to a fractional Share, such Option Holder shall have the right to purchase only the next lowest whole number of Shares and no payment or other adjustment will be made with respect to the fractional interest so disregarded.

3.13 Exclusion From Severance Allowance, Retirement Allowance or Termination Settlement

If an Option Holder retires, resigns or is terminated from employment or engagement with the Company or any subsidiary of the Company, the loss or limitation, if any, pursuant to the Option Certificate with respect to the right to purchase Shares which were not vested at the time or which, if vested, were cancelled, shall not give rise to any right to damages and shall not be included in the calculation of nor form any part of any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Option Holder.

ARTICLE 4
EXERCISE OF OPTION

4.1 Exercise of Option

An Option may be exercised only by the Option Holder or the Personal Representative of any Option Holder. An Option Holder or the Personal Representative of any Option Holder may exercise an Option in whole or in part at any time or from time to time during the Exercise Period up to 5:00 p.m. local time in Vancouver, British Columbia on the Expiry Date by delivering to the Administrator an Exercise Notice, the applicable Option Certificate and a certified cheque or bank draft payable to the Company in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Option.

4.2 Issue of Share Certificates

As soon as practicable following the receipt of the Exercise Notice, the Administrator shall cause to be delivered to the Option Holder a certificate for the Shares purchased pursuant to the exercise of the Option. If the number of Shares purchased is less than the number of Shares subject to the Option Certificate surrendered, the Administrator shall forward a new Option Certificate to the Option Holder concurrently with delivery of the aforesaid share certificate for the balance of Shares available under the Option.

4.3 Condition of Issue

The issue of Shares by the Company pursuant to the exercise of an Option is subject to this Plan and compliance with the laws, rules and regulations of all regulatory bodies applicable to the issuance and distribution of such Shares and to the listing requirements of the Exchange or any stock exchange on which the Shares may be listed. The Option Holder agrees to comply with all such laws, rules and regulations and agrees to furnish to the Company any information, report and/or undertakings required to comply with and to fully co-operate with the Company in complying with such laws, rules and regulations.

ARTICLE 5
ADMINISTRATION

5.1 Administration

The Plan shall be administered by the Administrator on the instructions of the Board. The Board may make, amend and repeal at any time and from time to time such regulations not inconsistent with the Plan as it may deem necessary or advisable for the proper administration and operation of the Plan and such regulations shall form part of the Plan. The Board may delegate to the Administrator or any Director or Employee of the Company such administrative duties and powers as it may see fit.

5.2 Interpretation

The interpretation by the Board of any of the provisions of the Plan and any determination by it pursuant thereto shall be final and conclusive and shall not be subject to any dispute by any Option Holder. No member of the Board or any person acting pursuant to authority delegated by it hereunder shall be liable for any action or determination in connection with the Plan made or taken in good faith and each member of the Board and each such person shall be entitled to indemnification with respect to any such action or determination in the manner provided for by the Company.

5.3 Withholding

The Company may withhold from any amount payable to an Option Holder, either under this Plan or otherwise, such amount as may be necessary to enable the Company to comply with the applicable requirements of any federal, provincial, state or local law, or any administrative policy of any applicable tax authority, relating to the withholding of tax or any other required deductions with respect to grants hereunder (the "Withholding Obligations"). The Company shall also have the right in its discretion to satisfy any liability for any Withholding Obligations by selling, or causing a broker to sell, on behalf of any Option Holder such number of Shares issued to the Option Holder sufficient to fund the Withholding Obligations (after deducting commissions payable to the broker), or retaining any amount payable which would otherwise be delivered, provided or paid to the Option Holder hereunder.

The Company may require an Option Holder, as a condition to exercise of an Option, to make such arrangements as the Company may require so that the Company can satisfy applicable Withholding Obligations with respect to such exercise, including, without limitation, requiring the Option Holder to: (i) remit the amount of any such Withholding Obligations to the Company in advance; (ii) reimburse the Company for any such Withholding Obligations; (iii) authorize the Company to sell, on behalf of the Option Holder, all of the Shares issuable upon exercise of such Options or such number of Shares as is required to satisfy the Withholding Obligations and to retain such portion of the net proceeds (after payment of applicable commissions and expenses) from such sale the amount required to satisfy any such Withholding Obligations; or (iv) cause a broker who sells Shares acquired by the Option Holder under the Plan on behalf of the Option Holder to withhold from the proceeds realized from such sale the amount required to satisfy any such Withholding Obligations and to remit such amount directly to the Company. The Company undertakes to remit any such amount to the applicable taxation or regulatory authority on account of such Withholding Obligations.

Any Shares of a Option Holder that are sold by the Company, or by a broker engaged by the Company (the "Broker"), to fund Withholding Obligations will be sold as soon as practicable in transactions effected on the Exchange or such other stock exchange where the majority of the trading volume and value of the Shares occurs. In effecting the sale of any such Shares, the Company or the Broker will exercise its sole judgement as to the timing and manner of sale and will not be obligated to seek or obtain a minimum price. Neither the Company nor the Broker will be liable for any loss arising out of any sale of such Shares including any loss relating to the manner or timing of such sales, the prices at which the Shares are sold or otherwise. In addition, neither the Company nor the Broker will be liable for any loss arising from a delay in transferring any Shares to an Option Holder. The sale price of Shares sold on behalf of Option Holders will fluctuate with the market price of the Company's shares and no assurance can be given that any particular price will be received upon any such sale.

ARTICLE 6
AMENDMENT AND TERMINATION

6.1 Prospective Amendment

Subject to applicable regulatory and, if required by any relevant law, rule or regulation applicable to the Plan, to shareholder approval, the Board may from time to time amend the Plan and the terms and conditions of any Option thereafter to be granted and, without limiting the generality of the foregoing, may make such amendment for the purpose of meeting any changes in any relevant law, rule or regulation applicable to the Plan, any Option or the Shares or for any other purpose which may be permitted by all relevant laws, rules and regulations, provided always that any such amendment shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to such amendment. Notwithstanding the foregoing, the Board may, subject to the requirements of the Exchange, amend the terms upon which each Option shall become vested with respect to Shares without further approval of the Exchange, other regulatory bodies having authority over the Company, the Plan or the shareholders.

6.2 Retrospective Amendment

Subject to applicable regulatory and, if required by any relevant law, rule or regulation applicable to the Plan, to shareholder approval, the Board may from time to time retrospectively amend the Plan and, with the consent of the affected Option Holders, retrospectively amend the terms and conditions of any Options which have been previously granted. For greater certainty, the policies of the Exchange currently require that disinterested shareholder approval be obtained for any reduction in the Exercise Price of any Option held by an insider of the Company.

6.3 Termination

The Board may terminate the Plan at any time provided that such termination shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to the date of such termination. Notwithstanding the termination of the Plan, the Company, Options awarded under the Plan, Option Holders and Shares issuable under Options awarded under the Plan shall continue to be governed by the provisions of the Plan.

6.4 Agreement

The Company and every person to whom an Option is awarded hereunder shall be bound by and subject to the terms and conditions of the Plan.

6.5 No Shareholder Rights

An Option Holder shall not have any rights as a shareholder of the Company with respect to any of the Shares covered by an Option until the Option Holder exercises such Option in accordance with the terms of the Plan and the issuance of the Shares by the Company.

6.6 Record Keeping

The Company shall maintain a register in which shall be recorded the name and address of each Option Holder, the number of Options granted to an Option Holder, the details thereof and the number of Options outstanding.

6.7 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of the Plan.

6.8 Option Holder Status

For stock options granted to Employees, Consultants or Management Company Employees, the Company represents that each such Option Holder will be a *bona fide* Employee, Consultant or Management Company Employee, as the case may be.

ARTICLE 7
APPROVALS REQUIRED FOR PLAN

7.1 Substantive Amendments to Plan

Any substantive amendments to the Plan shall be subject to the Company first obtaining the approvals of:

(a) the shareholders or disinterested shareholders, as the case may be, of the Company at a general meeting where required by the rules and policies of the Exchange or any stock exchange on which the Shares may be listed for trading; and

(b) the Exchange or any stock exchange on which the Shares may be listed for trading.

Approved by the board of directors of the Company on June 29, 2018

SCHEDULE "A"
WALCOTT RESOURCES LTD.
STOCK OPTION PLAN OPTION CERTIFICATE

This Certificate is issued pursuant to the provisions of the Stock Option Plan (the "Plan") of Walcott Resources Ltd. (the "Company") and evidences that ________________________________ (the "Option Holder") is the holder of an option (the "Option") to purchase up to ___________________ common shares (the "Shares") in the capital stock of the Company at a purchase price of $________ per Share. Subject to the provisions of the Plan:

(a) the Award Date of this Option is ___________________________; and

(b) the Expiry Date of this Option is ___________________________.

The right to purchase Shares under the Option will vest in the Option Holder in increments over the term of the Option as follows:

Date	**Cumulative Number of Shares which may be Purchased**

This Option may be exercised in accordance with its terms at any time and from time to time from and including the Award Date through to and including up to 5:00 p.m. local time in Vancouver, British Columbia on the Expiry Date, by delivery to the Administrator of the Plan an Exercise Notice, in the form provided in the Plan, together with this Certificate and a certified cheque or bank draft payable to "Walcott Resources Ltd." in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which the Option is being exercised and all applicable withholdings. If the Option Holder is an employee, consultant or management company employee, the Option Holder confirms that it is a bona fide employee, consultant or management company employee, as the case may be.

This Certificate and the Option evidenced hereby are not assignable, transferable or negotiable and are subject to the detailed terms and conditions contained in the Plan. This Certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Company shall prevail.

The foregoing Option has been awarded this __________ day of ____________________________.
Notwithstanding the above Expiry Date, and in accordance with the Plan, the Board has determined that the Option shall expire no later than as set out below in the event of resignation or termination of the Option Holder, as applicable:

Termination of Option following Resignation of Option Holder	Termination of Option following Termination of Option Holder

The Option Holder acknowledges that:

1. the Option Holder has read and understands the Plan, and agrees to the terms and conditions of the Plan and this Certificate; and

2. the Option Holder consents to the disclosure by the Company of personal information regarding the Option Holder to the Canadian National Stock Exchange (the "Exchange") and to the collection, use and disclosure of such information by the Exchange, as the Exchange may determine.

WALCOTT RESOURCES LTD.

Per: ______________________________________

SCHEDULE "B"
EXERCISE NOTICE

TO: The Administrator, Stock Option Plan
Walcott Resources Ltd.

1. Exercise of Option

The undersigned hereby irrevocably gives notice, pursuant to the Stock Option Plan (the "Plan") of Walcott Resources Ltd. (the "Company"), of the exercise of the Option to acquire and hereby subscribes for (cross out inapplicable item):

(a) all of the Shares; or

(b) ____________________ of the Shares which are the subject of the option certificate attached hereto.

Calculation of total Exercise Price:

(a)	number of Shares to be acquired on exercise:	______________ Shares
(b)	times the Exercise Price per Share:	$_____________
	Total Exercise Price, as enclosed herewith:	$_____________

2. Withholding Obligations

The undersigned acknowledges that the Company has tax remittance and withholding obligations pursuant to the *Income Tax Act* (Canada). Accordingly, in accordance with Section 5.3 of the Plan, the undersigned has enclosed a cheque(s) in the amount of $_________________ for the total Exercise Price of the Shares and all applicable withholdings payable to "Walcott Resources Ltd."

The undersigned's estimated taxable income for the current tax year is $_______________________.

3. Residency

The undersigned certifies that he or she [check applicable box]:

☐ is; or

☐ is not

a resident of Canada.

4. Issuance and Delivery of Share Certificate

The Company is directed to deliver the share certificate evidencing the number of Shares to be issued to the undersigned pursuant to this Exercise Notice to the undersigned at the following address:

____

____

____

DATED the ___________ day of ____________________________.

________________________________ Witness	________________________________ Signature of Option Holder
________________________________ Name of Witness (Print)	________________________________ Name of Option Holder (Print)

CERTIFICATE OF THE COMPANY AND THE PROMOTERS

Dated: March 27, 2019

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

WALCOTT RESOURCES LTD.

"Marshall Farris"	*"Tracy Mabone"*
Marshall Farris	**Tracy Mabone**
President and Chief Executive Officer	Chief Financial Officer and Corporate Secretary
"John Mirko"	*"Mike Cowin"*
John Mirko	**Mike Cowin**
Director	Director

THE PROMOTER

"Marshall Farris"

Marshall Farris

CERTIFICATE OF THE AGENT

Dated: March 27, 2019

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

PI FINANCIAL CORP.

"Jim Locke"

Jim Locke
Vice President, Investment Banking