This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any securities law of any State of the United States. Accordingly, except as permitted under the Agency Agreement as defined herein, the securities offered hereby may not be offered or sold, directly or indirectly, in the United States of America, its territories, or its possessions, any State of the United States or the District of Columbia (the "United States"), or to, or for the account or benefit of, persons in the United States. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States to, for the account or benefit, persons in the United States. See "Plan of Distribution".

PROSPECTUS

INITIAL PUBLIC OFFERING **DATED: May 10, 2019**

PROPHECY POTASH CORP.
1055 West Georgia Street, Suite 1500
Vancouver, British Columbia, V6E 4N7
Telephone: (647) 407-2515

5,500,000 Common Shares
Price: $0.10 per Common Share
$550,000

This prospectus (the "**Prospectus**") qualifies for distribution and offering (the "**Offering**") to purchasers resident in British Columbia, Alberta and Ontario (the **'Offering Jurisdictions**"), and elsewhere as permitted by applicable law, through PI Financial Corp. (the "**Agent**"), on a commercially reasonable efforts basis, of an aggregate of 5,500,000 common shares (the "**Offering**") of Prophecy Potash Corp. (the "**Company**"). The common shares (the "**Shares**") are being offered at $0.10 per Share (the "**Offering Price**") for gross proceeds of $550,000. The Offering Price was determined by negotiation between the Company and the Agent.

	Price to Public	**Agent's Commission (1)**	**Net Proceeds to the Company (2)**
Per Share	$0.10	$0.006	$0.094
Offering	$550,000	$33,000	$517,000

(1) Pursuant to the terms and conditions of an agency agreement (the "**Agency Agreement**") to be entered into between the Agent and the Company, the Company has agreed to pay to the Agent a commission (the "**Agent's Commission**") equal to 6.0% of the gross proceeds of the Offering. The Agent will also be paid a corporate finance fee of $35,000 plus GST (the "**Corporate Finance Fee**"), which $20,000 plus GST has been paid, and will be issued non-transferable warrants (the "**Agent's Warrants**") to acquire common shares of the Company (the "**Agent's Warrant Shares**") in an amount equal to 8.0% of the Shares sold in the Offering at an exercise price of $0.10 per Share, exercisable for a period of 24 months from the Closing Date (as defined herein). The distribution of the Agent's Warrants is also qualified for distribution under this Prospectus. The Agent will also be reimbursed by the Company for the Agent's expenses incurred pursuant to the Offering, of which $10,000 has been paid as a retainer. See "*Plan of Distribution*".

(2) Before deducting remaining estimated expenses of the Offering, including legal, accounting and audit costs, all filing fees with the Canadian Securities Exchange (the "**Exchange**") and of the securities commissions in the Offering Jurisdictions, the

remaining amount of the Corporate Finance Fee and the Agent's expenses, estimated in aggregate at $128,825. See "*Use of Proceeds*".

The Agent, as exclusive agent of the Company for the purposes of the Offering, offers the Common Shares for sale on a commercially reasonable efforts basis and subject to prior sale, if, as and when issued by the Company, in accordance with the conditions contained in the Agency Agreement referred to under "*Plan of Distribution*". Subscriptions for Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. If the Offering is not completed within 90 days of the issuance of a receipt for the Prospectus, or if a receipt has been issued for an amendment to the 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 Prospectus, the distribution will cease, and all subscription monies will be returned to the subscribers without interest or deduction.

The following table sets forth the number of securities issuable to the Agent:

Agent's Position	**Maximum size or number of securities available**	**Exercise period or acquisition date**	**Exercise price or average acquisition price**
Agent's Warrants	440,000 Agent's Warrants	24 months following the Closing Date	$0.10 per Agent's Warrant Share
Any other option granted by the Company or insider of the Company to the Agent	Nil	Nil	Nil
Total securities under option issuable to the Agent (1)	**440,000 Agent's Warrants**	-	-

AN INVESTMENT IN SHARES SHOULD BE CONSIDERED SPECULATIVE DUE TO THE NATURE OF THE BUSINESS OF THE COMPANY, ITS PRESENT STAGE OF DEVELOPMENT AND OTHER RISK FACTORS.

AN INVESTMENT IN NATURAL RESOURCE COMPANIES INVOLVES A SIGNIFICANT DEGREE OF RISK. THE DEGREE OF RISK INCREASES SUBSTANTIALLY WHERE THE COMPANY'S PROPERTIES ARE IN THE EXPLORATION STAGE AS OPPOSED TO THE DEVELOPMENT STAGE. ALL OF THE PROPERTIES OF THE COMPANY ARE IN THE EXPLORATION OR PRE-EXPLORATION STAGE AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE "*RISK FACTORS*".

There is no market through which the Shares may be sold, and purchasers may not be able to resell the Shares as 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 offered under this Prospectus on the Exchange. Listing of the Shares has been conditionally approved by the Exchange. The listing is subject to fulfillment by the Company of all of the listing requirements of the Exchange including prescribed distribution and financial requirements.

As of 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, 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. See "*Relationship between the Company and the Agent*".

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

Certain legal matters relating to the Offering have been reviewed on behalf of the Company by S. Paul Simpson Law Corporation of Vancouver, British Columbia and on behalf of the Agent by DuMoulin Black LLP, Vancouver, British Columbia. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this prospectus.

Prospective purchasers should rely only on the information contained in this prospectus. Neither the Agent nor the Company has authorized anyone to provide prospective purchasers with different information from that contained in this prospectus. Readers should assume that the information appearing in this prospectus is accurate only as of its date, regardless of its time of delivery and that the Company's business, financial condition, results of operations and prospects may have changed since that date.

At the closing, the Shares distributed under this Prospectus will be available for delivery in book-entry form or the non-certificated inventory system of CDS Clearing and Depository Services Inc. ("**CDS**") or, its nominee, and will be deposited in electronic form. Purchasers of Shares will receive only a customer confirmation from the Agent as to the number of Shares subscribed for. Certificates representing the Shares in registered and definitive form will be issued in certain limited circumstances.

PI FINANCIAL CORP.
Suite 1900-666 Burrard Street
Vancouver, British Columbia,
Canada V6C 3N1
Telephone: (604) 664-2900
Facsimile: (604) 664-2666

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ELIGIBILITY FOR INVESTMENT

In the opinion of S. Paul Simpson Law Corporation, counsel to the Company, on the Closing Date, provided that the Shares are on that date listed for trading on a designated stock exchange (which includes the Exchange), the Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account ("TFSA"), all as defined in the Tax Act (collectively, the "Investment Plans").

If the Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "Registered Plan"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "Controlling Individual" of the Registered Plan) will be subject to a penalty tax on the Shares as set out in the Tax Act. A Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm's length with the Company for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in either the Company or a corporation, partnership or trust that does not deal at arm's length with the Company for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Company if the Registered Plan, the Controlling Individual, and other persons not at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Shares of the Company.

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that relate to the Company's current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled "*Summary of Prospectus*", "*Description of the Business*", "*Use of Proceeds*", "S*elected Financial Information and Management's Discussion and Analysis*" and "*Risk Factors*".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the intention to complete the listing of the Shares on the Exchange and all transactions related thereto;
- the terms, conditions and completion of the Offering, the timing of the Closing Date and the use of proceeds from the Offering;
- the Company's expectation that the proceeds of the Offering and/or revenues derived from its operations will be sufficient to cover its expenses over the next twelve months;
- the success of the Company's exploration activities and programs;
- the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits;
- the estimates of expected or anticipated economic returns from a mining project, as reflected in feasibility studies or other reports prepared in relation to development of projects;

- projections of market prices and costs for the Company's products and the future market for copper, cobalt, gold and platinum group elements and conditions affecting same;
- permitting time lines;
- currency fluctuations;
- requirements for additional capital and the Company's expectations regarding its ability to raise capital;
- the Company's plans and expectations for the Indata Project;
- the Company's assessment of potential environmental liabilities on the Indata Project;
- statements relating to the business and future activities of, and developments related to the Company after the date of this Prospectus and thereafter;
- timing and costs associated with completing exploration work on the Indata Project;
- the Company's plan to pursue exploration activities on the Indata Project; including statements of the Company's intent to develop the Indata Project or put the Indata Project into commercial production; and
- the Company's expected business objectives for the next twelve months.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this prospectus, the Company has made various material assumptions, including but not limited to (i) obtaining necessary regulatory approvals; (ii) that regulatory requirements will be maintained; (iii) general business and economic conditions; (iv) the Company's ability to successfully execute its plans and intentions; (v) the availability of financing on reasonable terms; (vi) the Company's ability to attract and retain skilled staff; (vii) the accuracy of the interpretation of drilling and other results on the Indata Project; (viii) anticipated results of exploration activities and (ix) predictable changes to market prices for copper, cobalt, gold and platinum group elements and other predicted trends regarding factors underlying the market for such products.

Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Company cannot assure that actual results will be consistent with these forward-looking statements.

Given these risks, uncertainties and assumptions, prospective purchasers of Shares should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- the Company is an early stage company with little operating history, a history of losses and the Company cannot assure profitability;
- uncertainty about the Company's ability to continue as a going concern;

- the Company's actual financial position and results of operations may differ materially from the expectations of the Company's management;

- the Company expects to incur significant ongoing costs and obligations relating to the Indata Project;

- the Company may not be able to secure additional financing for current and future operations and capital projects;

- inherent uncertainties and risks associated with mineral exploration;

- the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;

- volatility in the market prices for copper, gold cobalt, platinum group elements and other natural resources;

- the risk that the Company's title to its properties could be challenged;

- risks related to the Company's ability to attract and retain qualified personnel;

- uncertainties related to global financial and economic conditions;

- risks associated with the Company being subject to government regulation, including changes in regulation, including changes in environmental laws and regulations;

- competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;

- uninsured risks and hazards;

- risks relating to environmental regulation and liabilities;

- risks associated with potential conflicts of interest;

- the market price for Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control; and

- the Company does not anticipate paying cash dividends in the near future.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Information contained in forward-looking statements in this prospectus is provided as of the date of this prospectus, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

METRIC EQUIVALENTS

The following table sets forth the conversion from metric into imperial equivalents.

To convert	**To imperial measurement units**	**Multiply by**
Kilograms	Pounds	2.2046
Grams	Ounces (troy)	0.0353
Tonnes	Tons (short)	0.9072
Hectares	Acres	2.4711
Kilometers	Miles	0.6214
Meters	Feet	3.2808

ABBREVIATIONS

Ag	Silver	As	Arsenic
Au	Gold	Cu	Copper
EM	Electromagnetic	Fe	Iron
g/t	Grams per metric tonne	Ha	Hectares
Km	Kilometre	Ni	Nickel
Oz/t	Ounces per metric tonne	Pb	Lead
Ppb	Parts per billion	Ppm	Parts per million
Zn	Zinc		

MARKET AND INDUSTRY DATA

Unless otherwise indicated, information contained in this prospectus concerning the industry and the markets in which the Company operates, including its general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

Unless otherwise indicated, the Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from its internal research, and include assumptions made by the Company which it believes to be reasonable based on its knowledge of the industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and the Company has not independently verified any third-party information. While the Company believes the market position, market opportunity and market share information included in this prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the industry and markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the heading "*Forward-Looking Statements*" and "*Risk Factors*".

FINANCIAL INFORMATION

The Company prepares its financial statements, which are incorporated by reference into this Prospectus, in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

The historical financial statements of the Issuer included in this prospectus are reported in Canadian dollars and have been prepared in accordance with IFRS.

GENERAL

Certain capitalized terms and phrases used in this prospectus are defined in the "Glossary of Terms" beginning on the following page.

Prospective purchasers should rely only on the information contained in this prospectus. Neither the Company nor the Agent have authorized any other person to provide additional or different information. If any person provides a prospective purchaser with additional or different or inconsistent information, including information or statements in media articles about the Company, such prospective purchaser should not rely on it.

Prospective purchaser should assume that the information appearing in this prospectus is accurate only as at its date. The Company's business, financial conditions, results of operations and prospects may have changed since that date.

GLOSSARY OF NON-TECHNICAL TERMS

The following terms used in this Prospectus have the meanings ascribed to them below. This Glossary of Terms is not exhaustive of the defined terms or expressions used in this Prospectus and other terms and expressions may be defined throughout this Prospectus.

"Agency Agreement" means the agency agreement among the Company and the Agent dated May 10, 2019 pursuant to which the Agent has agreed to act as the Company's agent in respect of the Offering.

"Agent" means PI Financial Corp.

"Agent's Commission" means the cash commission payable to the Agent in respect of the completion of the Offering pursuant to the Agency Agreement, as more fully described under "*Plan of Distribution*".

"Agent's Warrants" means the warrants to purchase Shares of the Company issued to the Agent as more fully described under "*Plan of Distribution*".

"Agent's Warrant Shares" means the common shares of the Company issuable upon exercise of the Agent's Warrants.

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

"Board" means the board of directors of the Company.

"Closing" means the completion of the Offering.

"Closing Date" means the date on which the Closing occurs, as mutually determined by the Company and the Agent.

"Company" means Prophecy Potash Corp., a company incorporated under the laws of the Province of British Columbia.

"Computershare" means Computershare Investor Services, a trust company having an office in Vancouver, British Columbia and the Company's registrar and transfer agent and escrow agent.

“**Corporate Finance Fee**” means the corporate finance fee of $35,000 plus GST charged to the Company by the Agent in consideration of corporate finance structuring and administrative services provided by the Agent.

“Eastfield” means Eastfield Resources Ltd., a company incorporated pursuant to the BCBCA and whose common shares are listed on the Exchange.

“Effective Date” means the date of issue of the final receipt by the Securities Commissions for this Prospectus.

“Engagement Letter” means the engagement letter between the Company and the Agent dated September 6, 2018 in respect of the Offering, which is superseded in its entirety by the Agency Agreement.

“Escrow Agent” means Computershare Investor Services Inc.

“Escrow Agreement” means the escrow agreement dated January 18, 2019, as amended April 8, 2019, among the Company, the Escrow Agent and certain of the Principals as more fully described under “*Escrowed Securities*”.

“Exchange” means the Canadian Securities Exchange.

“Forward-Looking Information” means statements contained in this Prospectus that are not historical facts and are forward-looking statements or forward-looking information.

“Insider” if used in relation to an Issuer, means:

(a) a director or senior officer of an issuer;

(b) a director or senior officer of the company that is an Insider or subsidiary of an issuer;

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of an issuer;

or

(d) an issuer itself if it holds any of its own securities.

“Indata Project” means the minerals claims located the Omenica Mining Division in central British Columbia and comprising of 16 minerals claims of which a 91.2% interest is held by Eastfield and an 8.8% interest is held by Imperial Metals Corporation, all as more particularly described in the Indata Report.

“Indata Report” means the geological report titled “NI 43-101 Technical Report on the Indata Project” dated August 6, 2018 as prepared for the Company by B.L. Laird, P. Geo. in respect of the Indata Project.

“Listing Date” means the date on which the Shares are listed for trading on the Exchange.

“Named Executive Officer” or **“NEO”** means for every reporting issuer, the following individuals: (a) its CEO; (b) its CFO and (c) each of its three most highly compensated executive officers, other than the CEO and CFO, whose total salary and bonus exceeded $150,000; and in the case of the Company means Ian McDonald and Shawn Smith.

“NI 43-101” means National Instrument 43-101, *Standards of Disclosure for Mineral Projects*.

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

"NI 52-110" means National Instrument 52-110, *Audit Committees.*

"Offering" means the offering of 5,500,000 Shares of the Company as more fully described under "*Plan of Distribution*".

"Offering Jurisdictions" means British Columbia, Alberta and Ontario.

"Offering Price" means $0.10 per Share, the price at which the Shares are being offered for sale under this Prospectus.

"Option" means the sole and exclusive option to acquire up to a 60% interest in the Indata Project granted by Eastfield to the Company pursuant to the Option Agreement.

"Option Agreement" means the option agreement dated June 20, 2018, as amended May 7, 2019, between the Company and Eastfield pursuant to which Eastfield has granted to the Company the Option.

"Principal" means, with respect to the Company:

(a) a person or company who acted as a promoter of the Company within two years of the initial public offering prospectus

(b) the directors and senior officers of the Company or any of its material operating subsidiaries;

(c) promoters of the Company during the two years preceding this Offering;

(d) those who own or control more than 10% of the Company's voting securities immediately before and immediately after completion of this Offering if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Company;

(e) those who own or control more than 20% of the Company's voting securities immediately before and immediately after completion of this Offering; and

(f) associates and affiliates of any of the above.

being in this case, each of Ian McDonald, William Morton, Shawn Smith, Jeff Jacobson, Harry Lundin and their respective spouses and other immediate family living at the same address.

"Prospectus" means this prospectus dated May 10, 2019.

"Securities Commissions" means the securities regulatory authorities in each of the Offering Jurisdictions.

"SEDAR" means the System for Electronic Document Analysis and Retrieval, as located on the internet at www.sedar.com.

"Share" means a common share in the authorized share structure of the Company.

"Stock Option Plan" means the 10% rolling stock option plan adopted by the Company.

"Tax Act" means the *Income Tax Act* (Canada) as amended from time to time.

GLOSSARY OF TECHNICAL TERMS

Alteration means any change in the mineralogical composition of a rock that is brought about by physical or sediment, rock and core samples.

Andesite means an igneous, volcanic rock, of intermediate composition, with aphanitic to porphyritic texture. The mineral assembly is typically dominated by plagioclase plus pyroxene and/ or hornblende. Biotite, quartz, magnetite, sphene are common accessory minerals. Alkali feldspar may be present in minor amounts.

Anomaly means a geological feature, especially in the subsurface, distinguished by geological, geophysical or geochemical means, which is different from the general surroundings and is often of potential economic value having a geochemical or geophysical character which deviates from regularity.

Argillite means a compact rock, derived either from mudstone or shale that has undergone a somewhat higher degree of induration than mudstone or shale, but is less clearly laminated and without its fissility and that lacks the cleavage distinctive of slate.

Assay means a laboratory analysis to determine the presence, absence or concentration of one or more elemental components, such as gold or copper.

Biotite means a common rock-forming mineral in crystalline rocks, either as an original crystal in igneous rocks or as a metamorphic product in gneisses and schists; also a common hydrothermal alteration mineral associated with some types of ore deposits.

Calcite means a mineral composed of calcium carbonate, $CaCO_3$.

Carbonate means a mineral compound characterized by a fundamental anionic structure of CO_3, such as calcite.

Conglomerate means detrital sedimentary rock made up or more or less rounded fragments of such size that an appreciable percentage of the rock volume consists of particles of pebble size or larger.

Deposit means a mineralized body which has been physically delineated by sufficient drilling, trenching and/ or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/ or development expenditures. A deposit does not qualify as a commercially mineable ore body or as containing reserves of ore, until final legal, technical and economic factors have been resolved.

Diamond Drill mans a rotary type of rock drill that cuts a core of rock that is recovered in long cylindrical sections, two centimeters or more in diameter.

Diorite means an igneous rock that is of a ‘salt and pepper’ appearance and is composed primarily of sodium/calcium feldspar and mafic minerals with little or no quartz.

Dip means the maximum angle that a structural surface makes with the horizontal, measured perpendicular to the strike of the structure and in the vertical plane.

Disseminated means where the ore minerals (usually sulphides) occur disseminated through the host rock.

Epithermal means gold and/or silver and/or base metal mineralization caused by relatively low temperature hydrothermal fluids. Low, intermediate and high sulphidation represent a range of different chemical states for this type of mineralization. This type of deposit is typically spatially related to porphyry deposits.

Fault means a discrete surface or zone of discrete surfaces separating two rock masses across which one mass has slid past the other.

Formation means a distinct layer of sedimentary rock of similar composition.

Geochemical means the distribution and amounts of the chemical elements in minerals, ores, rocks, solids, water and the atmosphere.

Geophysical survey means a scientific method of prospecting that measures the physical properties of rock formations.

Geophysics means the study of the physical properties of rocks and minerals.

Grade means the concentration of an ore metal in a rock sample, given either as weight per cent for base metals or in grams per tonne for precious or platinum group metals.

Hornblende means a dark coloured iron-manganese rich rock-forming minerals of the amphibole family and a common constituent of mafic igneous and intrusive rocks.

Host means a rock or mineral that is older than rocks or minerals introduced into it.

Igneous means a classification of rocks formed from the solidification from a molten state. If the rock crystallizes within the crust, it is said to be intrusive, while if it flows onto the surface, it is extrusive.

Intrusive means a rock formed by the process of emplacement of magma in pre-existing rock.

Limestone means sedimentary rock composed of more than 50% calcium carbonate minerals.

Lithology means the rock type.

Mafic means an igneous rock composed chiefly of one or more ferromagnesian minerals, usually dark coloured and heavy.

Magnetic Survey is one of the tools used by exploration geophysicists in their search for mineral-bearing ore bodies; the essential feature is the measurement of the magnetic-field intensity. Geologists and geophysicists also routinely use it to tell them where certain rock types change and to map fault patterns.

Metamorphic means a change in structure or composition of rock as a result of heat and pressure.

Mineral means a naturally occurring inorganic crystalline material having a definite chemical composition.

Mineralization means the process or processes by which a mineral or minerals are introduced into a rock resulting in concentration of metals and their chemical compounds within a body of rock.

Ore means a metal or mineral, or a combination of these, of sufficient value as to quality and quantity to enable it to be mined at a profit under current economic and technical conditions.

Outcrop means that part of a geological formation or structure that appears at the surface of the earth; an exposure of bedrock at the surface.

Porphyry means an igneous rock of any composition that contains conspicuous larger crystals in a fine-grained mass.

Pyrite means iron disulfide, $FeS^{2.}$

Pyroxene means a group of chiefly magnesium-iron minerals (including dioside, hedenbergite, augite and pigeonite) that are common rock-forming minerals.

Qualified Person refers to an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, has experience relevant to the subject matter of the mineral project and the technical report and is a member in good standing of a recognized professional association.

Quartz means a mineral, the composition of which is silicon dioxide, a crystalline form of silica, which frequently occurs in veins.

Sample means a small portion of rock or a mineral deposit taken so that the metal content can be determined by assaying.

Sampling means selecting a fractional but representative part of a mineral deposit for analysis.

Sedimentary Rock means a rock formed from the consolidation of material derived from pre-existing rocks by processes of denudation, transportation and sedimentation.

Sediment means solid material that has settled down from a state of suspension in a liquid. More generally, solid fragmental material transported and deposited by wind, water or ice, chemically precipitated from solution.

Silica means silicon dioxide.

Smelter means a facility where ore concentrates are processed to produce metals.

Strike means the direction or trend of a geologic structure.

Structure means the disposition of rock formations.

Sulphide means a group of minerals in which one or more metals are found in combination with sulphur.

Ultramafic means an intrusive rock rich in iron and magnesium and with much less silicon and aluminum than most crustal rocks.

Vein means a thin sheet like intrusion into a fissure or crack, commonly bearing quartz.

Volcanic means pertaining to the activities, structures or rock types of a volcano.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company

The Company was incorporated under the BCBCA on March 29, 2018 under the name "Prophecy Potash Corp." The principal business of the Company is the exploration and development of the Indata Project. The Company intends to fund exploration activities on the Indata Project using the proceeds of the Offering. See "*Description of the Business*" and "*Indata Project*". To date, the principal business of the Company has been the acquisition of the Option, undertaking initial exploration of the Indata Project, and seeking to obtain a listing on the Exchange.

The Offering

Offering:	5,500,000 Shares
Offering Price:	$0.10 per Share
Offering Size:	$550,000 (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 6.00% 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 $35,000 (plus GST). The Agent will also be granted the Agent's Warrants to acquire the Agents' Warrant Shares in an amount equal to 8.00% of the Shares sold in the Offering, at an exercise price of $0.10 per Agents' Warrant Share for a period of 24 months from the Closing Date. The distribution of the Agent's Warrants 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"*.

Use of Proceeds

The estimated net proceeds of the Offering after deducting the Agent's Commission, the Corporate Finance Fee and the expected remaining costs of the Offering (estimated at $92,075) will be $388,175. The Company intends to use the net proceeds of the Offering together with the Company's approximate working capital as at April 30, 2019 of $202,365 as follows:

Item	Amount
Phase 1 exploration program on the Indata Project	$102,790
Portion of phase 2 exploration program on the Indata Project	$250,000
Payments due pursuant to the Option Agreement in the 12 months following the Closing Date	$20,000
Estimated general and administrative expenses over the 12 months following the Closing Date	$135,000
Unallocated working capital	$82,250
TOTAL	**$590,540**

See "*Use of Proceeds*".

Eligibility for Investment

On the Closing Date, provided that the Shares are on that date listed for trading on a designated stock exchange (which includes the Exchange), the Shares will be qualified investments under the Tax Act for trusts governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account ("**TFSA**"), all as defined in the Tax Act (collectively the "**Investment Plans**").

If the Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "**Registered Plan**"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "**Controlling Individual**" of the Registered Plan) will be subject to a penalty tax on the Shares as set out in the Tax Act. A Share will generally not be a prohibited investment for a trust governed by a Registered Plan held by a particular holder provided that the Controlling Individual deals at arm's length with the Issuer for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in either the Issuer or a corporation, partnership or trust that does not deal at arm's length with the Issuer for purposes of the Tax Act. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Issuer if the Registered Plan, the Controlling Individual, and other persons not at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Shares of the Issuer.

See "*Eligibility for Investment*". Prospective purchasers who intend to hold Shares in a Registered Plan should consult their own tax advisors regarding their particular circumstances.

Risk Factors

Investment in the Shares is highly speculative and involves a significant degree of risk. Prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Units, including (i) risks relating to the Offering such as discretion in the use of proceeds from the Offering, additional financial requirements of the Company, no current market for the Company's securities, volatility of publicly traded securities, risks of further dilution, the Company's ability to continue as a going concern, negative cash flow from its operations, and the payment of dividends, and (ii) risks relating to the business of the Company, such as limited operating history and expected continued operating losses, title to properties, inherent risks of the mining industry, uninsurable risks, environmental risks, permits and licenses, competitive risks, dependence on key management, commodity prices, risks associated with early stage mineral exploration, additional funding requirements, conflicts of interest and lack of mineral resources.

An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk the loss of their entire investment. Investors should consult their own professional advisors to assess the investment.

The Indata Project is the Company's sole property interest and is in the exploration phase. If the exploration programs to be carried out do not justify further exploration work, the Company may take the decision to abandon the Option and any interest in the Indata Project and write off the exploration expenses incurred. The Indata Project is not known to contain, and the Company does not provide any assurances that the Indata Project does contain, a body of commercial ore, and the Company's planned work programs will be exploratory in nature.

See "*Risk Factors*" for greater detail of these and other risk factors.

Summary of Selected Consolidated Financial Information

The following table sets forth selected financial information for the Company for the periods indicated. The following summary of selected financial information is derived from and should be read in conjunction with and is qualified in its entirety by reference to the Company's audited financial statements for the period from incorporation to September 30, 2018 and related notes thereto, together with the Management's Discussion and Analysis as included elsewhere in this prospectus. See *"Selected Annual Financial Information and Management's Discussion and Analysis"*.

Selected Financial Information	**For the period from incorporation to September 30, 2018 (audited)**	**For the three months ended December 31, 2018 (unaudited)**
Operations Data		
Total Revenues	Nil	Nil
Total Expenses	\$519,503	\$32,667
Net Income (Loss)	(\$519,503)	(\$32,667)
Net Income (Loss) per Share – Basic and Fully Diluted	(\$0.06)	(\$0.00)

Balance Sheet Data	**As at September 30, 2018**	**As at December 31, 2018**
Current Assets	$288,882	$214,565
Non-Current Assets	$20,000	$49,922
Total Assets	**$308,882**	**$264,487**
Current Liabilities	$19,715	$7,987
Working Capital	$269,167	$206,578
Other Liabilities	Nil	Nil
Total Liabilities	**$19,715**	**$7,987**
Share Capital	$808,670	$808,670
Deficit	($519,503)	($552,170)
Total Equity	**$289,167**	**$256,500**
Number of Shares Issued and Outstanding	**16,173,399**	**16,173,399**

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the BCBCA on March 29, 2018 as “Prophecy Potash Corp.”

The head office of the Company is located at 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, V6E 4N7, and the registered and records office of the Company is located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

The Company is not currently a reporting issuer and the Shares are not listed or posted for trading on any stock exchange, but the Company will become a reporting issuer in the provinces of British Columbia, Alberta and Ontario upon the issuance of a receipt for the final Prospectus.

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Three Year History

The Company is a mineral exploration company involved in the identification, acquisition and exploration of mineral properties located in British Columbia. The Company is exploring for copper, cobalt, gold and platinum group elements. At present, the Company’s mineral properties are not at a commercial development or production stage. The Company’s sole mineral property is the Indata Project.

The Company’s primary business activity since incorporation has been to acquire and explore mineral properties in order to build shareholder value and with a view to obtaining a listing on the Exchange. The Company has undertaken the following steps since its incorporation to develop its business: (1) recruited directors and officers with the skills required to operate a junior public mineral exploration company; (2) identified and acquired a mineral property with sufficient merit to warrant exploration; (3) raised sufficient financing to acquire the Option in respect of the Indata Project, and to make an application for listing on the Exchange; (4) completed a technical report on the Indata Project; and (6) engaged the Agent to assist the Company in making an application for listing on the Exchange, and to raise funding under this Prospectus.

Option Agreement

On June 20, 2018, the Company entered into the Option Agreement with Eastfield. The Indata Project is owned 91.2% by Eastfield and 8.8% by Imperial Metals Corporation. On May 7, 2019, Eastfield agreed to an amendment of the Option Agreement to extend the date of the initial exploration commitment from June 20, 2019 to August 31, 2019.

In order to exercise the Option, the Company must incur $2,000,000 in exploration expenditures, pay $250,000 in cash and issue a further $150,000 in Shares over a five-year term expiring on June 20, 2023, as follows:

Due Date	**Cash**	**Shares***	**Work Commitment**
Upon signing	$20,000 (paid)	Nil	Nil

Due Date	Cash	Shares*	Work Commitment
1st anniversary of signing	$20,000	$10,000	Nil
August 31, 2019	Nil	Nil	$75,000
2nd anniversary of signing	$20,000	$20,000	$225,000
3rd anniversary of signing	$50,000	$20,000	$300,000
4th anniversary of signing	$70,000	$40,000	$400,000
5th anniversary of signing	$70,000	$60,000	$1,000,000
Total	**$250,000**	**$150,000**	**$2,000,000**

*Shares will be issued at a deemed price equivalent to the average closing price of the Shares on the Exchange for the 10 business days immediately preceding the applicable anniversary date.

If the payments above are not made as specified and at the time provided for in the Option Agreement, the Option automatically terminates without notice. The Company has the right to accelerate the exercise of the Option by making all payments and completing all of the required exploration expenditures.

A three-kilometer area of interest around the Indata Project shall apply such that if Eastfield acquires any claims within such area of interest, at the option of the Company, such claims will form part of the Indata Project subject to the terms and conditions of the Option Agreement, provided that the Company shall pay all acquisition costs relating to such claims and reimburse Eastfield for any costs incurred with such acquisitions.

Upon the exercise of the Option, the Company and Eastfield will enter into a joint venture agreement to be negotiated in good faith in accordance with common Canadian resource business practices. The initial operator under the joint venture agreement will be the Company as the holder of the largest interest in the Indata Project, and the parties shall fund operations on the Indata Project proportionally to their interests in the Iron Lake Project, subject to dilution in the event of a failure to fund.

Eastfield and the Company share a common director, being William Morton, but otherwise deal with each other at arm's length. Mr. Morton joined the Company as a director after the Company entered into the Option Agreement with Eastfield.

Please see *"Mineral Properties"* below. The Company has no other properties.

Recent Financings

The Company completed the following financings since incorporation:

- 5,574,000 Shares issued at $0.005 per Share for aggregate proceeds of $27,870. On April 8, 2019, 5,016,600 of these Shares were voluntarily gifted back to the Company and cancelled with the result that the price of the remaining 557,400 Shares was adjusted to $0.05 per Share.

- 15,615,999 units in the capital of the Company (each, a "**Unit**") issued at $0.02 per Unit for aggregate proceeds of $312,320. Each Unit was comprised of one Share and one share purchase warrant, exercisable at a price of $0.05 per Share for a period of two years ending June 25, 2020. The Company recognized a charge for stock-based compensation of $468,480 in respect to the fair value of the units issued, based on the issuance described immediately above, of $0.05 per common share, exclusive of the cash proceeds received. No consideration was ascribed to the warrant portion of the Units issued.

For additional information, please see "*Prior Sales*".

Trends

There are significant uncertainties regarding the prices of copper gold and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of precious metals have fluctuated widely in recent years and wide fluctuations may continue. Apart from the risk factors noted under the heading "*Risk Factors*", management is not currently aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on the Company's business or financial condition.

Principal Products or Services

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor do any of its current properties have any known or identified mineral resources or mineral reserves.

As the Company is an exploration stage companies with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on the Indata Project. There is no assurance that a commercially viable mineral deposit exists on the Indata Project. The Company does not expect to receive income from the Indata Project within the foreseeable future. The Company intends to continue to evaluate, explore and develop the Indata Project through additional equity or debt financing. The Company's primary objectives are to complete exploration on the Indata Project with a view to development. Toward this end, the Company intends to undertake the exploration programs on the Indata Project recommended by the author in the Indata Report. If the results of such programs merit further exploration, the Company may commence further exploration programs

The Company's principal products under exploration are copper and precious metals. The major applications of copper are electrical wiring (60%), roofing and plumbing (20%), and industrial machinery (15%). Copper is used mostly as a pure metal, but when greater hardness is required, it is put into such alloys as brass and bronze.

There are worldwide copper and precious metals market into which the Company could sell and, as a result, the Company would not be dependent on a particular purchaser with regard to the sale of the metals which it produces, if and when it reaches production.

Specialized Skills and Knowledge

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, and accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon, consultants and others for exploration and development expertise. The Company does not anticipate any difficulties in locating competent employees and consultants in such fields.

Market and Marketing

The Company's principal product under its exploration programs will be copper, but the Company does not produce, develop or sell any products at this time, nor do any of its properties have any known or identified mineral reserves. As the Company will not be producing in the foreseeable future, it will not be conducting any marketing activities and does not require a marketing plan or strategy.

Competitive Conditions

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The abilities of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors*".

Components

All of the raw materials the Company requires to carry on its business are available through normal supply or business contracting channels in British Columbia. The Company has secured personnel to conduct its currently contemplated programs. It is possible that delays or increased costs may be experienced in order to proceed with drilling activities during the current period. Such delays could significantly affect the Company if, for example, commodity prices fall significantly, thereby reducing the opportunity the Company may have had to develop a particular project had such tests been completed in a timely manner before the fall of such prices. In addition, assay labs are often significantly backlogged, thus significantly increasing the time that the Company waits for assay results. Such delays can slow down work programs, thus increasing field expenses or other costs (such as property payments which may have to be made before all information to assess the desirability of making such payment is known, or causing the Company to not make such a payment and terminate its interest in a property rather than make a significant property payment before all information is available).

Cycles

The Company’s mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

In addition, the mining business is subject to global economic cycles which affect the marketability of products derived from mining.

Intangible Properties

The Company’s business will not be substantially dependent on the protection of any proprietary rights or technologies.

Economic Dependence

The Company is dependent on the Option Agreement. In the event the Option Agreement were terminated, the Company would lose all of its right and interest in and to the Indata Project, and would be left with no mineral properties.

The Company’s business is not substantially dependent on a contract to sell the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or licence or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

It is not expected that the Company’s business will be affected in the current financial year by the renegotiation or termination of contracts or sub-contracts.

Environmental Conditions

All aspects of the Company’s field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With all projects at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should any projects advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

Employees

As of the date of this Prospectus, the Company had the following number of employees and contractors:

Location	**Full Time Employees**	**Contractors**
British Columbia	Nil	1

The Company utilizes consultants and contractors to carry on most of its activities and, in particular, to supervise certain work programs on its mineral properties. As the Company expands its activities, it is probable that it will hire additional employees. Due to a limited exploration season in its British Columbia operations, the Company anticipates its number of contractors will increase from June to October of each year. In addition, contractors and employees may move between locations from time to time as conditions and business opportunities warrant.

Lending

The Company does not currently hold any investments or owe any material long term liabilities. The Company has not adopted any specific policies or restrictions regarding investments or lending. The Company expects that in the immediate future in order to maintain and develop its mineral properties, it will need to raise additional capital which it expects will be completed via equity. If the Company is unable to raise the necessary capital to meet its obligations as they become due, the Company may have to curtail its operations, including potentially failing to exercise the Option Agreement, or obtaining financing at unfavourable terms.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by the Company since its incorporation.

Reorganization

The Company has not completed any reorganizations or restructuring transactions since its incorporation.

Social or Environmental Policies

The Company has not adopted any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its mineral exploration projects or human rights policies). However, the Company's management, with the assistance of its contractors and advisors, ensures its ongoing compliance with local environmental laws in the jurisdictions in which it does business.

Significant Acquisitions and Dispositions

The Company has not completed any significant acquisitions or dispositions since incorporation.

Trends

There are significant uncertainties regarding the prices of gold, copper and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of precious metals have fluctuated widely in recent years and wide fluctuations may continue. Apart from the risk factors noted under the heading "*Risk Factors*", management is not currently aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on the Company's business or financial condition.

MINERAL PROPERTIES

The Company's sole mineral project is the Indata Project, located in British Columbia.

The Indata Project

A technical report prepared in accordance with the form requirements of NI 43-101 on the Indata Project dated August 6, 2018 has been prepared for the Company by B. L. Laird, P. Geo. The Indata Report reviews the Indata Project's geology and mineralization and recommends an initial exploration program. The author of the Indata Report is an independent Qualified Person as defined by NI 43-101.

The following disclosure relating to the Indata Project has been substantially excerpted from the Indata Report. **A complete copy of the Indata Report is available for review, in colour, on SEDAR at: www.sedar.com. Alternatively, the Indata Report may be inspected during normal business hours at the Company's head office at Suite 1500-1055 West Georgia Street, Vancouver, British Columbia for a period of thirty (30) days following completion of the Offering.**

Property Description and Location

The Indata Project is situated in north-central British Columbia on the east side of Albert Lake, two kilometres west of the north end of Indata Lake. It is approximately 130 kilometres northwest of the community of Fort St. James and 230 kilometres northwest of the city of Prince George. The Indata Project is located in the Omineca Mining Division.

The Indata Project is roughly centred on UTM coordinates 351900E / 6141200N (NAD 83 Zone 10) and 550 23'N / 1250 19'W (latitude / longitude) on NTS sheets 093N034 and 035. The Indata Project location is shown in Figure 1 of the Indata Report.

The Indata Project consists of 16 mineral claims totalling 3,188 hectares and is situated in a complex geological setting adjacent to the Pinchi Fault, a major structure separating the Cache Creek and Quesnel Terranes. All of the claims that comprise the Indata Project are in good standing according to Mineral Titles Online (British Columbia's internet-based electronic mineral titles administration system), with Eastfield listed as the owner of record.

All of the land within the Indata Project is held by the Crown, and there are no permanent structures in the area. A holder of mineral claims in British Columbia is not entitled to surface rights. Details of the 18 claims, currently owned by Eastfield (as to 91.2%) and Imperial Metals Corporation ("**Imperial**") (as to 8.8%), are shown in Table 2 of the Indata Report.

Table 2 – Indata Claim Status

Tenure Number	Claim Name	Good to Date	Owner	Hectares
240192	INDATA 3	October 18, 2019	Eastfield Resources Ltd.	500
362576	IN-6	December 31, 2023	Eastfield Resources Ltd.	25
362578	IN-8	December 31, 2023	Eastfield Resources Ltd.	25
362582	IN-10	December 31, 2023	Eastfield Resources Ltd.	25
239379	INDATA 2	October 18, 2019	Eastfield Resources Ltd.	375

Tenure Number	Claim Name	Good to Date	Owner	Hectares
362577	IN-7	December 31, 2023	Eastfield Resources Ltd.	25
362579	IN-9	December 31, 2023	Eastfield Resources Ltd.	25
362583	IN-11	December 20, 2023	Eastfield Resources Ltd.	25
238860	SCHNAPPS #4	October 18, 2019	Eastfield Resources Ltd.	250
238722	SCHNAPPS #1	October 18, 2019	Eastfield Resources Ltd.	500
238893	SCHNAPPS #5	October 18, 2019	Eastfield Resources Ltd.	100
1060201	LIMESTONE	October 21, 2019	Eastfield Resources Ltd.	514.9
1060206	LMY	October 21, 2019	Eastfield Resources Ltd.	73.6
362575	SCHNAPPS 6	December 31, 2023	Eastfield Resources Ltd.	25
238859	SCHNAPPS #3	October 20, 2019	Eastfield Resources Ltd.	200
238723	SCHNAPPS #2	November 14, 2019	Eastfield Resources Ltd.	500

Mineral Titles in British Columbia are renewable by performing work commitments on the property or through cash payments. Eastfield has committed to maintaining all the mineral titles in good standing through 2019.

The Nation Lakes Provincial Park abuts the Indata Project on its north and east sides and partially overlaps the claims. However, the claims were staked prior to the creation of the park and the entirety of the claims area remains valid. The Protected Areas of British Columbia Act, Schedule D specifically excludes the Schnapps #1 (238722), Schnapps #2 (238723), Schnapps #4 (238860), Indata #2 (239379) and Indata #3 (240192) mineral claims from the park. The claims with park boundaries are shown in Figure 2 of the Indata report.

In British Colombia, Notices of Work authorizations (Exploration Permits) are required when surface disturbance is a consequence of the exploration activity. The most recent Notice of Work expired in December 2017 and a new application for a multi-year permit was submitted in April 2018. Approval of the new permit is pending.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Access to the Indata Project is from Fort St. James via the Leo Creek Forestry Road to 68.5km mark and then to 16 km mark on the Driftwood Forest Service Road to the Tchentlo Forest Service Road for 5.6km to the Sawtooth Forest Service Road. The southern limit of the property begins near the 12km mark on the Sawtooth Road. of the Property. Driving time from Fort St. James to the Indata Project is approximately two hours. Smaller tote roads and ATV trails have been constructed from the main road to other areas of the Indata Project.

Climate

The Indata Project is located within a continental cool temperate climatic zone typified by moderately warm moist summers and cold winters. Permanent snow is usually on the ground from the middle of November until the beginning of May and can accumulate up to 1.5 metres in depth.

Figure 1 – Location Map

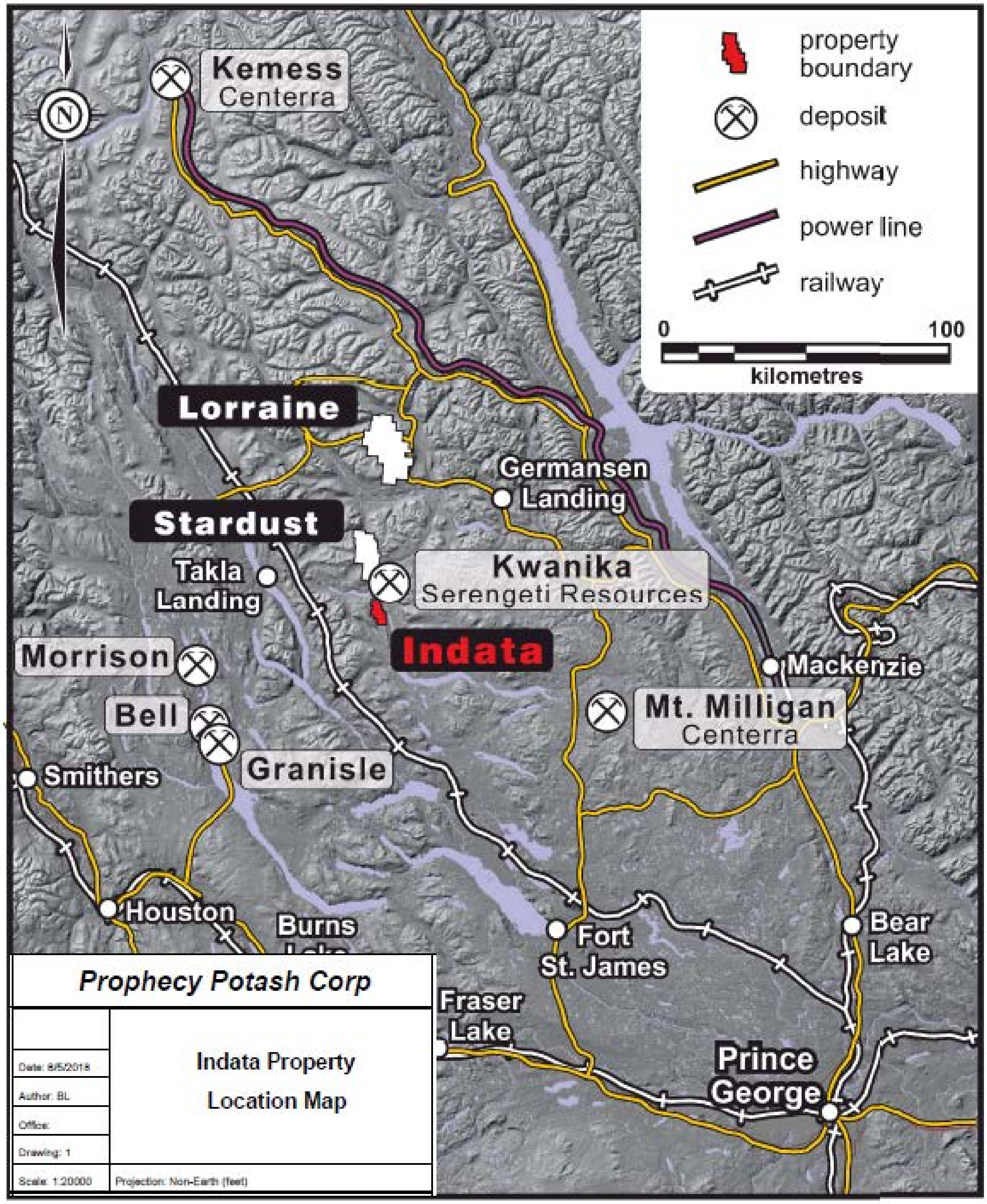
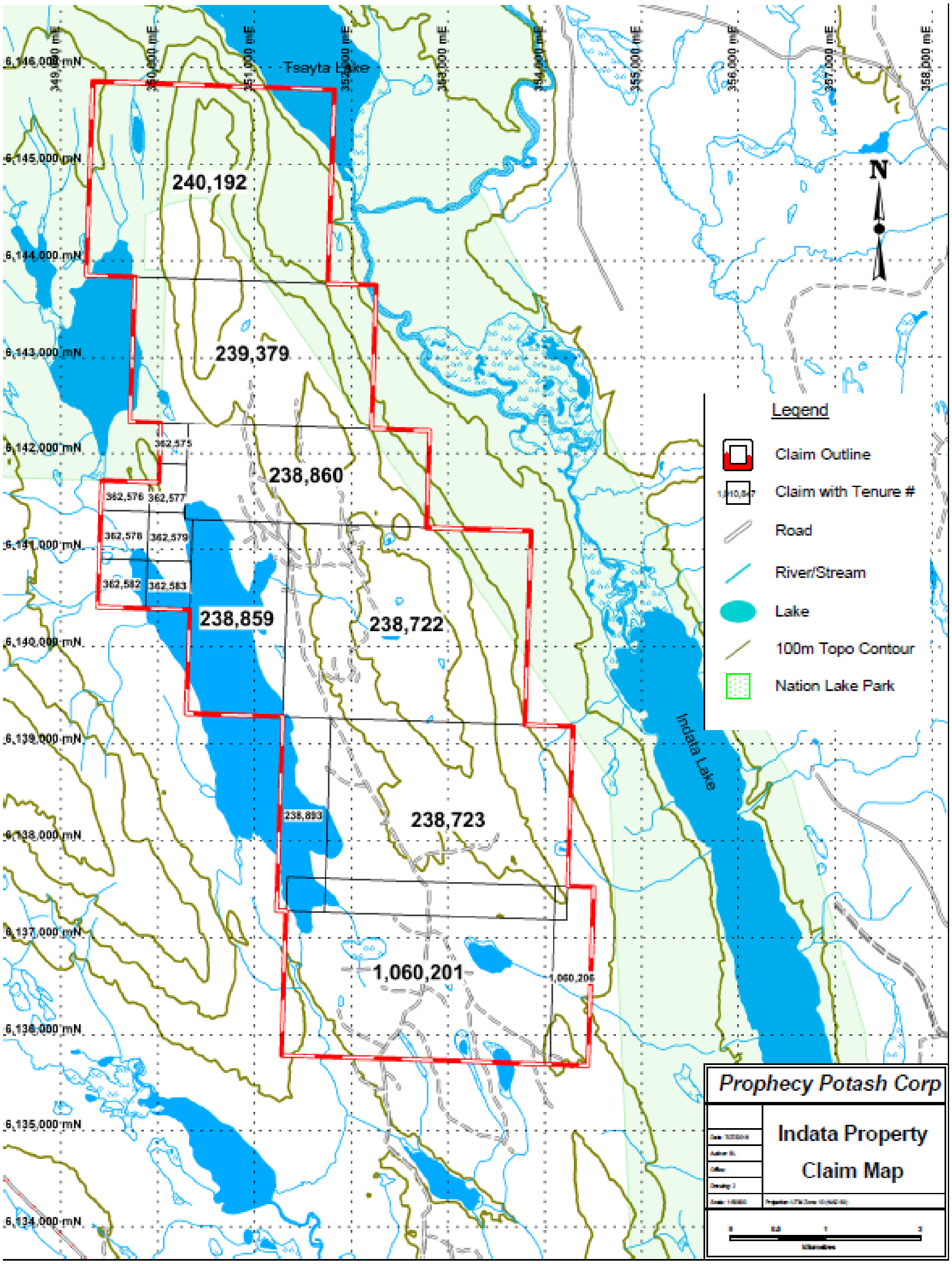


Figure 2 – Claim Map



Local Resources

The nearest BC Hydro power grid is located approximately 60 kilometres to the south of the Indata Project.

The nearest railway in current use is in Fort St James, approximately 130 kilometres southeast of the Indata Project. The rail bed of the uncompleted Canadian National Railway's Dease Lake extension line is located 30 kilometres to the west of the Indata Project.

General supplies can be obtained in Fort St. James. The City of Prince George is located 230 kilometres southeast of the Indata Project and has significant industry and industrial suppliers to the mining and forestry sectors along with highway, rail and daily air links to Vancouver.

Infrastructure

There is road access on the southern and eastern side of the Indata Project and tote trails from to parts of the eastern and northern areas. There are no permanent dwellings on the Indata Project.

Physiography

The Property covers an upland area between Indata Lake to the east and Albert Lake to the west (see Figure 2 of the Indata Report). Whereas the central part of the Indata Project is of relatively low relief, the topography slopes steeply down towards Albert and Indata Lakes. The area is covered by thick spruce, balsam and pine, in places of commercial grade, although low lying areas are usually swampy with a dense cover of alder and poplar. Elevations on the claims range from 1,000 metres (3,280 feet) to 1,290 metres (4,230 feet).

History

The initial claims on the Indata Project were staked by Imperial in 1983, and in 1984, Imperial began to explore the Indata Project. Following initial soil sampling and the staking of additional claims, a four-hole diamond drilling program was completed in 1985 to explore copper mineralization observed in outcrop near the northeast side of Albert Lake (the Lake Zone). This program resulted in the discovery of low-grade chalcopyrite mineralization including 5.6 metres of 0.44% Cu (from 57.4 metres) in hole I-85-1 (Pesalj, 1985). Hole depths were relatively shallow; to a maximum of 76.8 metres.

Note, drill intercept lengths may not be indicative of true thickness.

On March 3, 1986, Imperial sold the claims to Eastfield pursuant to a sale agreement that also covered the sale of other of Imperial properties, for a total sum of $1, subject to a number of terms that included the right of Imperial to acquire up to a 30% interest in the Indata Project at a later date.

In 1986, Eastfield undertook a program of grid establishment, soil sampling, hand trenching and geophysical surveying. This was followed by diamond drilling in 1987, 1988 and 1989 and trenching with a bulldozer-mounted backhoe in 1989. The drilling programs resulted in the discovery of polymetallic quartz and quartz-carbonate veins some 500 metres east of the copper mineralization. These veins contained elevated precious metal values over narrow intervals highlighted by holes 87-I-4 (1.2m from 29.9m at 9.8g/t Au and 0.51% Cu), 87-I-5 (1.2m from 44.5m at 5g/t Au and 0.35% Cu), 88-I-11(4m from 76m at 47g/t Au), 89-I-9 (0.5m from 172.2m at

7.2g/t Au and 0.67% Cu), and 89-I-13 (1.1m from 108.2m at 5.2g/t Au) (Bailey, Garratt, Morton, 1989). The veins generally strike north and dip to the east, and are commonly enveloped by a zone of silicification in volcanic rocks and a thickening-downwards zone of talc-magnesite alteration in ultramafic rocks.

On February 25, 1988, Imperial acquired a 30% interest in the Indata Project from Eastfield and the two parties entered into a joint venture. Imperial has not participated in exploration funding in recent years and its interest in the joint venture has therefore been diluted. As of the date of this reports, it stands at 8.8%, while Eastfield retains the remaining 91.2%.

In 1988 a heavy mineral sampling program was conducted on streams on the claims. Most results were unimpressive, even those that drained the area of the precious metal bearing polymetallic vein mineralization, except for an east draining creek which returned a value of 3360 ppb Au in the southeast corner of the Indata Project (Morton, 1989).

In 1989 an area of high-grade copper and copper-gold mineralization was identified in the northeastern sector of the property with only minimal follow-up. Here, a cluster of select grab samples from mineralized basaltic to andesitic flows, flow breccias and tuffs returned a number of high-grade results from an open-ended area of approximately 250 m in a north-south orientation (east-west width unknown). Details of the samples are listed in Table 3 of the Indata Report.

Table 3 – Northeast Copper Anomaly

Sample #	East (UTM)	North (UTM)	Cu (ppm)	Au (ppb)
89-DO-12	351661	6142078	1115	15
89-DO-13	351677	6142159	7834	52
89-DO-15A_60cm	351587	6142795	26165	18
89-DO-15B_50cm	351587	6142795	1954	2
89-DO-15C_100cm	351587	6142795	35959	38
89-DO-15D_75cm	351587	6142795	5366	35
89-DO-16	351616	6142817	11647	85
89-DO-17	351653	6142640	6746	39
21-DR-09	351529	6143190	1812	15
DT-89-06	351659	6142630	13783	54
DT-89-05	351655	6142571	15476	86
DT-89-04	351664	6142584	32984	575

Note UTM NAD83 Zone 10

In 1995, after construction of an access road through the southern part of the Indata Project, built to standards for log haulage, a trenching program was completed near the northeast corner of Albert Lake, over the copper zone previously defined by soil sampling and the 1985 drilling. One of these trenches (T-7) returned analyses which averaged 0.36% copper over length of 75 metres (Morton, 1996).

In 1996, Clear Creek Resources Limited ("**Clear Creek**") carried out a small diamond drilling program in the copper zone northeast of Albert Lake. Results confirmed the existence of copper mineralization identified in the 1985 drilling and encountered mineralization over significantly larger intervals: up to 97.5 metres (from 11.3m) of 0.12% Cu in drill hole 96-I-1, and 21.0 metres (from 17m) of 0.23% Cu in drill hole 96-I-3 (Bailey, 1996). This program tested only a very small part of the area covered by anomalous soil copper geochemistry.

Clear Creek returned with another drill program in the copper zone area in 1998 which confirmed and exceeded the 1996 drilling results and also identified an altered granodiorite stock with copper mineralization adjacent to the eastern edge of Albert Lake. Holes: 98-I-4 (148.2m starting at 12.2m of 0.2% Cu), and 98-I-9 (58.3m starting at 19.2m of 0.18% Cu) (Yorston, 1988). Road construction in 1998 exposed silicified volcanic rocks in a road cut in the southern part of the existing grid where grab samples showed the presence of copper sulfides along with enriched gold values (sample 10-23-5 with 0.36% Cu, 0.44g/t Au, sample 10-23-7 with 0.39% Cu, 0.18g/t Au, sample 10-23-8 with 1.4% Cu, 0.3g/t Au, sample 10-23-9 with 6.7% Cu, 1.7g/t Au), demonstrating for the first time an association of copper and gold on the Indata Project (Morton, 1999).

In 2000, a helicopter borne very low frequency (VLF) and magnetic survey was flown across the Indata Project. A total of 595 east-west line kilometres were flown by Aerodat Ltd. The data was later reprocessed by Fugro Airborne Surveys Corp. No new exploration targets were derived from this work.

A program of line cutting, soil sampling and IP surveying was completed in 2003, funded by Castillian Resources Corp. ("**Castillian**"), with 11.2-line kilometres of IP survey completed and 16-line kilometres of soil grid expansions established, and 304 soil samples collected. The bulk of this work was completed in the northwestern side of the currently explored area. New anomalies consisting of anomalous arsenic (>20ppmAs) and/or antimony (20ppm Sb) soil values associated with a moderate induced polarization ("**IP**") chargeability response were defined (Morton, 2004).

In 2005, two diamond drill holes were completed (262 metres) in a program funded by Aberdeen International Inc. ("**Aberdeen**"). The first hole of the 2005 program, hole 2005-I-1, was designed to test below hole 98-I-4 which returned 148.2 metres grading 0.20% copper including 24.1 metres grading 0.37% (Yorston, 1998). Unfortunately, significant drilling difficulties were encountered and this hole was abandoned at a depth of 99.1 metres, approximately 50 metres short of the top of the target. The rest of the 2005 drilling was located approximately 1,400 metres to the south where hole 2005-I-03 encountered 12.4m starting at 18.4m of 0.12% in a dioritic intrusive. Another hole designated 2005-I-02, located adjacent to 2005-I-03, was abandoned without successfully setting casing Morton, 2005).

Soil sampling was conducted in 2007 to extend the grids to the west and north in the area north of the Lake Zone. A zone of anomalous gold (detectable), arsenic (>20ppm As), and antimony (>20ppm Sb) in soils was located in the northwest corner of the new sampling in an area underlain by recrystallized limestone which is in fault contact with volcanic rocks to the south (the **"Northwest Soil Anomaly**"). A short excavator trenching program targeting 2003 IP and soil anomalies discovered a new polymetallic quartz vein well to the west of those previously known. The 10-centimetre vein returned assay values of 17.16 and 7.84 g/t Au. This work was funded by Redzone Resources Ltd. ("Redzone") (Morton, 2008).

Max Resource Corp. ("**Max Resource**") optioned the property in 2008 and funded a five-hole 1056.2 metre diamond drill program, focusing mostly on the polymetallic vein zone. Highlights included hole 08-I-2, which returned 7.9g/t Au over 0.3 metres starting at 76.5 metres and 08-I-3 which returned 209g/t Ag over 0.5 metres starting at 37.2 metres (Morton, 2009)

Table 4: Historical Drill Holes

Hole #	East (UTM)	North (UTM)	Elev (m)	Azimuth	Dip	Depth (m)
85-1	351135	6141037	1024	60	-45	63.1
85-2	351168	6141042	1049	90	-45	76.8
85-3	351654	6140719	1121	90	-45	57
85-4	351837	6140721	1169	90	-45	33.5
87-I-1	351926	6140813	1174	295	-45	50.6
87-I-2	351926	6140813	1174	0	-90	46.6
87-I-3	351926	6140813	1174	325	-45	52.7
87-I-4	351926	6140813	1174	265	-45	53.6
87-I-5	351936	6140720	1189	295	-45	54.3
87-I-6	351936	6140720	1189	0	-90	47.5
88-I-1	351926	6140770	1179	270	-45	51.5
88-I-2	351926	6140770	1179	0	-90	54.6
88-I-3	351900	6140649	1196	270	-45	79.6
88-I-4	351900	6140649	1196	0	-90	21.6
88-I-5	351900	6140649	1196	270	-65	84.4
88-I-6	351962	6140904	1183	270	-45	114
88-I-7	351911	6141121	1210	260	-56	110.3
88-I-8	351911	6141121	1194	260	-75	150
88-I-9	351933	6141165	1202	270	-46	122.2
88-I-10	351933	6141165	1202	270	-65	128.6
88-I-11	351933	6141165	1202	0	-90	103
88-I-12	351942	6141205	1202	270	-45	85.3
88-I-13	351942	6141205	1202	0	-90	81.4
88-I-14	351976	6141244	1204	270	-45	91.7
88-I-15	351946	6141300	1195	270	-45	110
88-I-16	351767	6140098	1143	290	-45	119.2
88-I-17	351821	6140184	1160	290	-45	61.3
88-I-18	351821	6140184	1160	290	-75	60.4
88-I-19	351924	6140334	1184	290	-45	76.5
88-I-20	351223	6141555	1110	240	-45	67.4
88-I-21	352034	6140898	1190	270	-45	111.6
88-I-22	351999	6140822	1188	265	-55	137.5
88-I-23	351868	6140176	1156	290	-45	76.5
89-I-1	351983	6141161	1212	0	-90	122.2
89-I-2	351949	6141356	1203	270	-60	103.9
89-I-3	351949	6141356	1203	0	-90	110
89-I-4	352037	6141162	1211	0	-90	152.7
89-I-5	352068	6141223	1217	0	-90	154.2
89-I-6	352068	6141223	1217	270	-60	140.5
89-I-7	352017	6141113	1210	0	-90	183.2

Hole #	East (UTM)	North (UTM)	Elev (m)	Azimuth	Dip	Depth (m)
89-I-8	352017	6141113	1210	270	-60	138.6
89-I-9	352051	6141057	1206	0	-90	209.1
89-I-10	352357	6140321	1234	295	-60	83.2
89-I-11	352357	6140321	1234	0	-90	91.7
89-I-12	351983	6141161	1212	270	-60	175.6
89-I-13	351983	6141161	1212	230	-62	152.7
96-I-1	351118	6141118	1024	45	-60	151.5
96-I-2	351159	6141126	1024	45	-60	151.5
96-I-3	351086	6141161	1036	315	-50	73.2
96-I-4	351472	6140921	1086	60	-45	78.6
96-I-5	351472	6140921	1086	60	-75	84.2
96-I-6	351615	6140805	1122	90	-47	26.5
96-I-7	351615	6140805	1122	120	-50	26.5
96-I-8	351615	6140805	1122	60	-50	17.7
96-I-9	351472	6140921	1086	120	-60	83.8
98-1	351019	6141009	1036	90	-60	96.3
98-2A	350912	6141089	1034	60	-70	42.4
98-3	350961	6141316	1035	60	-60	80.5
98-4	351001	6141137	1031	90	-60	162.5
98-5	350965	6141662	1079	235	-70	64
98-6	351672	6140961	1160	0	-90	99.4
98-7	351658	6140865	1135	0	-90	88.4
98-8	351386	6140861	1052	270	-60	77.4
98-9	350962	6141116	1031	105	-60	149.4
98-10	351703	6138795	1055	0	-90	67.1
05-I-1	350980	6141146	1031	90	-60	99.1
05-I-2	351661	6139652	1064	115	-45	8.8
05-I-3	351661	6139652	1064	115	-45	154
08-I-01	351131	6141193	1041	250	-65	280.42
08-I-02	351946	6141152	1204	0	-90	156.36
08-I-03	351947	6140829	1183	0	-90	85.96
08-I-04	352126	6141091	1207	0	-90	274.32
08-I-05	352006	6139982	1184	0	-90	259.11

Note: UTM NAD83 Zone 10

In 2010, the Indata Project was optioned to Oceanside Capital Corporation (“**Oceanside**”). During that year a program of ground geophysics and soil sampling was conducted. Four north-south lines totalling 5.4 kilometres were emplaced and an IP and magnetic survey was run along these. One of the lines ran along the east side of the north end of Albert Lake across the area of the previously known copper in soil anomaly and where previous porphyry copper mineralization encountered in the 2005 drilling (the Lake Zone). The other three lines tested the area of the strong gold, arsenic, antimony and bismuth in soil anomaly discovered in 2007 in the Northwest Soil Anomaly.

A strong chargeability high was returned from the Lake Zone area, coincidental with the copper in soil anomaly. Chargeability highs were also discovered in the northwest and southeast areas of the other three lines in the Northwest Soil Anomaly, roughly flanking a prominent ridge of recrystallized limestone (Morton, 2011).

A total of 471 soil samples were collected in 2010. The four IP lines were sampled and three other widely spaced reconnaissance type east-west lines were emplaced and sampled in the southern part of the Indata Project to the south of the existing grids. The multi-element "epithermal-type" soil anomaly in the northwest part of the Indata Project was confirmed and spotty gold and copper anomalies were discovered on the southern lines.

The 2011 program was made up of an IP/magnetics survey along the three southern 2010 soil lines, which totalled 8.1-line kilometres. Two north-south trending chargeability highs were encountered near the eastern end of the two northern lines (L100N and L300S). A strong copper in soil anomaly (>200ppm Cu) coincides with the western chargeability high on L100N. The southernmost line (L1850S) is 1,550 metres south of the other two lines and has three prominent chargeability highs (Morton, 2012).

In 2012, Oceanside and Eastfield constructed 3.2 kilometres of drill road access along with the construction of six drill sites. Eighteen rock samples were collected during this work, one of which returned an analysis of 0.78% copper in dacitic volcanic float from a new road in the southern part of the Indata Project, in the area of the 2010-2011 soil sampling and geophysical work (Morton, 2013a).

The 2013 program was focused on the southern part of the property in the area where the copper bearing float was discovered in 2012. Minor prospecting and rock sampling was conducted and additional mineralized float and rubble was found in the area. Three 1,000 metre east-west soil lines were emplaced in the same area with samples collected at 50 metre intervals, to a total of 62 samples. A number of localized copper anomalies were discovered. As well, 17 silt samples were taken from a number of areas of the Indata Project. Two rubble samples returned 0.38% Cu with 71 ppb Au and 0.32% Cu with 210 ppb Au respectively from the general vicinity of where a similar sample had returned 0.78% Cu in 2012. Subsequent to this work, Oceanside terminated its option on the Indata Project in October 2013 (Morton, 2013b).

Geological Setting

Regional Geology

The Indata Project lies west of and along splay faults related to the contact of two major terranes of the Canadian Cordillera: the Quesnel and Cache Creek Terranes. The contact between these terranes is marked by the Pinchi Fault Zone, a high angle reverse fault of regional extent, and associated splay faults where Cache Creek strata to the west have been thrust over Takla strata to the east. The fault zone is up to 10 kilometres in width. The regional geology of the Indata Project area is shown in Figure 10 of the Indata Report.

The Quesnel Terrane consists of mafic to intermediate volcanic rocks of the Upper Triassic – Lower Jurassic Takla Group intruded by the Hogem Batholith, which is composed of intrusive phases which range in composition from granite to monzonite to quartz syenite, which range in age from Lower Jurassic to Cretaceous.

The Cache Creek Terrane in the region comprises mainly argillaceous metasedimentary rocks intruded by diorite to granodiorite plutons (which may be pre-Triassic or Lower Cretaceous in age) and by small ultramafic stocks. Some of these latter intrusions may be of ophiolitic origin.

A northwest-striking fault bounded block situated between the two terranes (within the Pinchi Fault Zone) underlies the Indata Project. This block is underlain largely by limestone within which a sliver of mafic and intermediate volcanic rocks is preserved. Both the limestone and volcanic rocks are considered here to be part of the Cache Creek Group but the evidence for this is equivocal as similar strata occur within the Takla Group elsewhere in the region. As well, the volcanic rocks in this block have been subjected to greenschist facies metamorphism, similar to what is normally found in Cache Creek rocks, whereas generally the metamorphic grade of the Takla Group volcanic rocks is rarely higher than zeolite facies. But the area's proximity to such a major fault may locally have raised the metamorphic grade as has been demonstrated further to south along the Pinchi fault at Pinchi Lake where metamorphic grade increases to blueschist grade at the fault. It is also possible that the major fault movements along the Pinchi Lake Fault have juxtaposed Cache Creek limestone against Takla volcanic rocks within this fault block.

In summary, it is not definitely known to which terrane the various rock types on the Indata Project belong.

The dominant structural style of the Takla Group is that of extensional faulting, mainly to the northwest. In general, Takla Group rocks are tilted but not folded. In contrast, strata of the Cache Creek Group have been folded and metamorphosed to lower to middle greenschist facies and a penetrative deformational fabric has been preserved in argillaceous rocks. Extensional faults are also common within the Cache Creek Group and probably represent the effects of post-collision uplift.

Property Geology

Generalized property geology has been derived from various phases of outcrop sampling and the top lithology of drill holes and is shown in Figure 11 of the Indata Report.

Lithologies

The Indata Project is underlain by two main supracrustal assemblages: limestone with minor intercalated shale; and andesitic volcanic rocks that were deposited under marine conditions. As discussed above, it is uncertain whether these rocks belong to the Cache Creek or Quesnel Terranes. Local bodies of serpentinite on the Indata Project are thought to be intruded into the Pinchi Fault Zone.

Limestone outcrops as prominent hills and bluffs in the northern, western and southern parts of the area. Although generally massive, in places bedding is defined by thin shaley partings and by intraformational limestone conglomerate. Breccias formed by carbonate dissolution are displayed within karst topography in the southwestern part of the Property at the southern end of Albert Lake.

Volcanic rocks underlying the Indata Project are of andesitic composition and can be subdivided into two broad units. In the western part of the Indata Project, volcanic rocks consist of pillow lava, pillow breccia, coarse tuff breccia and fine-grained crystal lithic tuff. The dominant mafic mineral in these rocks is amphibole, now represented by tremolite/actinolite but was probably hornblende prior to alteration. The second volcanic unit consists of massive to poorly bedded volcanic tuff with variable amounts of amphibole phenocrysts. Although commonly poorly bedded, bedding planes and fining upwards sequences can be recognized in places.

Intrusive rocks recognized on the Indata Project range in composition from ultramafic to granite and underlie the central part of the Indata Project area. Hornblende diorite occurs as a pluton which extends along part of the eastern side of the central part of the property and as dykes. The bulk of this pluton has a fine to medium-grained hypidiomorphic granular texture although both marginal phases of the pluton and the dykes are porphyritic. A small part of the pluton is of quartz diorite composition although primary quartz is generally absent. While diorite dykes are common within the volcanic rocks of the property, no diorite intrusions have been observed within the limestone unit, suggesting that the diorite and volcanic rocks are of similar age and are either older than the massive limestone or that the limestone is allochthonous with respect to the volcanics and was emplaced adjacent to the volcanic strata after volcanism and plutonism had ceased.

Intruding both volcanic rocks and diorite are ultramafic bodies, serpentinite to varying degrees but which preserve textures suggesting that the original rocks were peridotite and pyroxenite. Cross fibre chrysotile veins and veinlets occur throughout these bodies. To the south of Radio Lake, a differentiated and zoned ultramafic-mafic intrusion occurs, consisting of a coarse-grained clinopyroxenite core, surrounded by peridotite and, in turn, enclosed by medium to coarse-grained hornblende-clinopyroxene gabbro.

The youngest intrusive rocks on the Indata Project consist of medium to coarse-grained grey and reddish grey biotite quartz monzonite and granite. Whereas all other intrusive rocks in the area have been emplaced only into volcanic strata, this unit also intrudes limestone of the Cache Creek Group.

A large part of the Indata Project is covered by glacial and fluvioglacial deposits. Extensive areas of glacial derived clay in low-lying areas complicate geochemical soil results.

<u>Structure and Metamorphism</u>

The area covered by the Indata Project can be divided into two structural domains: (i) the area underlain by carbonate rocks which is characterized by concentric folds and the development of a penetrative fabric in finer grained clastic interbeds; and (ii) that area underlain by volcanic strata which has undergone brittle deformation only. Contacts between carbonate and volcanic strata are obscured by young cover but are inferred to be northwesterly-striking faults. Drilling and geological mapping in the central part of the Indata Project has indicated the presence of a number of westerly-striking faults which show normal displacements of up to a few tens of metres.

Carbonate rocks have generally been recrystallized with the common development of sparry calcite while fine grained clastic interbeds display a greenschist facies mineral assemblage. The assemblage actinolite/tremolite-chlorite-epidote within the matrix of volcanic rocks also suggests the attainment of greenschist grade of regional metamorphism in these strata.

<u>Mineralization</u>

Exploration on the Indata Project has resulted in the discovery of a number of metallic mineral occurrences which can be divided into two main types: porphyry copper mineralization and quartz-carbonate polymetallic vein mineralization.

The currently known area of porphyry copper mineralization occurs on the east side of the north end of Albert Lake (Lake Zone). Here a strong and consistent >250 ppm Cu in soil anomaly often coincides with chargeability anomalies from the induced polarization surveys. This soil anomaly is approximately 2,000 metres north to south and averages 400 to 600 metres east to west. Porphyry copper style mineralization is known at the north end of this feature in outcrops, trenches and drill core occurring as disseminated and fracture controlled pyrite-chalcopyrite-pyrrhotite in volcanic and granodiorite rock units. The best drill results from this area have been 148.2 metres, starting at 12.2 metres, averaging 0.20% copper, including 24.1 metres of 0.37% Cu in drill hole 98-I-4 (Yorston, 1998). Minor work has been conducted in the southern part of the soil anomaly/chargeability high where exploration work in 2012 and 2013 has discovered similar mineralized rubble 3,800 metres to the south indicating that the area of porphyry copper mineralization may extend across a considerable area.

Table 5: Significant Lake Zone Copper Intercepts

Hole #	From (m)	To (m)	Interval (m)	Au (ppb)	Ag (ppm)	Cu (%)
96-I-3	17	38	21	0	0	0.23
98-4	12.2	160.4	148.2	0	0	0.2
Including	133.3	157.4	24.1	0	0	0.37
08-I-01	123	150	27	0	0	0.27

Polymetallic veins have been recognized in the central part of the Indata Project to the east of the porphyry copper mineralization within andesitic volcanic rocks and serpentinized ultramafics. The veins generally occupy a northerly-striking fault zone dipping shallowly to the east. Within ultramafic rocks, the veins are accompanied by zones of intense carbonate and talc alteration zones which range in width from a few metres to over 50 metres in deeper and more easterly parts of the fault. Proximal to the veins in volcanic rocks, especially adjacent to ultramafic contacts, alteration is dominated by silicification and the formation of quartz-carbonate veinlets but silicification is not common within ultramafic rocks.

To date, a number of separate mineralized polymetallic veins have been located on the Indata Project. Most of these are in the central part of the Indata Project on top of the ridge between Indata and Albert Lakes, and all have general north-south orientations. The longest of these has been traced in drilling for over 450 metres. Another vein occurs to the northwest, halfway towards the Lake Zone porphyry copper mineralization. It was discovered in 2007. This vein is 10 centimetres in width and has an east-west orientation (Morton, 2008).

Polymetallic veins often exhibit a subtle banded appearance with bands of quartz dominant material interrupted with sulphide rich sections where the sulphide content can exceed 50%. Sulphides are dominantly pyrrhotite, arsenopyrite and stibnite with lesser pyrite and minor chalcopyrite. Veins average approximately 1.5 metres in width but vary between 0.5 and 5.6 metres. Trace amounts of gersdorffite (a nickel arsenide), bismuthinite (a bismuth telluride), pentlandite (a nickel sulphide) and free gold have been documented in petrographic samples taken from high-grade intercepts.

Table 6: Polymetallic Gold Vein Intercepts

Hole #	*From (m)*	*To (m)*	*Interval (m)*	*Au (ppb)*	*Ag (ppm)*	*Cu (%)*
87-I-1	18.9	20.7	1.8	1320	0.2	0
87-I-1	23.8	26.2	2.4	1647	55.2	0.28
87-I-1	27.4	29.9	2.5	1805	114.4	0.44
87-I-3	24.1	28.3	4.2	3245	126.6	0.32
87-I-4	24.2	26.2	2	1496	124.4	0.31
87-I-4	29.9	31.1	1.2	9835	51.4	0.51
87-I-5	42.5	44.5	2	1209	104.5	0.85
87-I-5	44.5	45.7	1.2	5000	56.2	0.35
88-I-7	48.5	49	0.5	1020	1.3	0.14
88-I-8	41.5	42	0.5	3845	1.3	0.11
88-I-9	58.5	59.5	1	3922	1.7	0.13
88-I-10	53	53.5	0.5	2605	2.8	0.06
88-I-10	55	55.5	0.5	2875	1.1	0.08
88-I-11	66	67	1	6150	4	0.43
88-I-11	76	80	4	47260	2	0
88-I-15	81	83	2	1355	2.9	0.11
88-I-22	57.7	59.1	1.4	1229	42.9	0.25
89-I-1	33.9	34.1	0.3	2157	15.5	0.78
89-I-6	19.6	22.8	3.2	0.01	354.1	0.12
89-I-7	110.4	112.4	2	1335	1.7	0.12
89-I-9	159.4	160.1	0.7	1903	7.2	0.11
89-I-9	161.6	162.4	0.8	4837	3.1	0.23
89-I-9	172.2	172.7	0.5	7209	6.7	0.67
89-I-12	102.7	104.4	1.7	1825	23.3	0
89-I-13	108.2	109.3	1.1	5162	1.3	0
08-I-02	76.5	76.8	0.3	8202	4.4	0.18
08-I-03	37.2	37.7	0.5	400	209.0	0.13

Antimony, arsenic and gold are the best soil geochemical pathfinders for the polymetallic veins. The high sulfide content of the veins also makes them a good target for closely spaced IP surveys.

The relationship between the porphyry copper mineralization and the polymetallic veins has yet to be established although it is possible that the polymetallic vein mineralization represents an outer zone to a central, copper-dominated part of the same hydrothermal system. The host volcanic rocks of the porphyry copper mineralization exhibit a mineral assemblage consistent with both propylitic hydrothermal alteration and greenschist faces regional metamorphism and could be a result of either one of, or both processes. Because of poor outcrop and the paucity of drilling within the copper zone and in areas away from the polymetallic veins, a regional hydrothermal zonation has not been adequately interpreted within the Property. Alternatively, the veins and porphyry copper style mineralization may be unrelated and are present together as coincidence, centered on the strong structural provenance of the Pinchi Fault Zone.

Deposit Types

The Indata Project is host to mineralization of two deposit types: polymetallic precious metal veins and porphyry copper. Porphyry copper mineralization is known on the Indata Project from the Lake Zone on the east side of Albert Lake, some 500 metres west of the area of the polymetallic veins. Drill results here include hole 98-I-4 which returned 148.2 metres grading 0.20% copper including 24.1 metres grading 0.37% Cu. There are a number of other porphyry copper occurrences in the area. The Central Zone of Serengeti Resources' Kwanika Project, located 14 kilometres north of the Indata Project, contains an indicated 57.7 million tonnes grading 0.48% copper and 0.55 g/t gold at a 0.4% copper equivalent cut-off (SRK, 2016).

"Homestake" style gold mineralization, similar to the Indata Project vein occurrences, occurs at the Snowbird deposit located near Fort St. James to the south of the Indata region, and at Mt. Sir Sidney Williams to the north of the Property. Arsenopyrite-stibnite-chalcopyrite-pyrite veins with enriched precious metals occur at these occurrences at or near the contact of mafic and ultramafic rocks. Drill results from polymetallic veins on the Indata Project include 4.0 metres of 46.20g/t Au and 2.0g/t Ag in hole 88-I-11, and 3.2 metres of 0.01 g/t Au and 354.1 g/t Ag in hole 89-I-6.

Other mineralization styles are known from elsewhere in the region. Epithermal mercury mineralization in carbonate rocks occurs at the former producing Bralorne-Takla Mercury Mine, located 26 kilometres north of the Indata Project, and Pinchi Mine, located 100 kilometres to the southeast. The Stardust skarn deposit (previously known as Lustdust) is located 1.5 kilometres west of the Bralorne-Takla Mine with an indicated mineral resource of 985,000 tonnes grading 1.34 % Cu, 1.59 g/t Au and 36.8 g/t Ag above a copper equivalent cut-off grade of 1.5%. An additional 1,985,000 tonnes grading 1.24%Cu, 1.72 g/t Au and 30.5 g/t Ag is classified as inferred (Simpson, January, 2018).

Exploration

The Company has not conducted any exploration activities on the Indata Project.

Previous workers have used a variety of exploration techniques and found that soil geochemistry and IP geophysics have useful tools for the discovery of the two main types of mineralization (porphyry copper and polymetallic veins).

Copper in soil anomalies have worked well in outlining buried porphyry copper mineralization at the Lake Zone, and arsenic and antimony have proved to be good pathfinders for the polymetallic vein occurrences.

The IP also works well for locating both types of mineralization. The broad zones of disseminated sulfides of the porphyry copper mineralization show as broad areas of anomalous chargeability, and the high concentrations of sulfides in the polymetallic veins show as strong, discrete spikes in the chargeability plots.

Drilling

The Company has not conducted any drilling activities on the Indata Project.

Sample Preparation and Analysis

Sample preparation prior to shipment to the analytical laboratory is limited to drying of soil and silt samples only. Rock and core samples are subject to no preparation in camp.

Historical samples from work at the Indata Project were analyzed by Acme Analytical Laboratories Ltd. (now Bureau Veritas Commodities Canada Ltd). and Chemex Labs Ltd. (now ALS Laboratory Group), both of which operate ISO 9001:2000 certified facilities in Vancouver BC. Internal standards were routinely inserted by Acme Analytical Laboratories who completed the preponderance of analytical work. No external standards were inserted into the sample stream by any of the operators excepting during the 2008 program in which external standards were introduced into the drill core sample stream on a ratio of one standard per 30 samples and were reviewed and determined to have acceptable corresponding analytical results. A summary of drill core analysis labs and techniques are as follows:

Table 7: Analytical Procedures

Year	Laboratory	Technique
1985	Acme Analytical Laboratories Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by fire assay/AA
1987	Acme Analytical Laboratories Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by fire assay/AA
1988	Acme Analytical Laboratories Ltd. Checks by Chemex Labs Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by fire assay/AA
1989	Acme Analytical Laboratories Ltd. Checks by Chemex Labs Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by fire assay/AA
1996	Acme Analytical Laboratories Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold fire assay/AA
1998	Acme Analytical Laboratories Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by fire assay/AA
2005	Acme Analytical Laboratories Ltd.	ICP-MS
2008	Acme Analytical Laboratories Ltd.	ICP-ES (inductively coupled emission spectroscopy), gold by ICP-ES fusion
2011	Acme Analytical Laboratories Ltd.	Aqua Regia digestion Ultratrace ICP-MS analysis (30g), Fire Assay fusion Au Pt Pd by ICP-ES (30g)
2012	Acme Analytical Laboratories Ltd.	Aqua Regia digestion ICP-ES analysis (0.5g), Fire assay fusion Au Pt Pd by ICP-ES (30g)
2013	Acme Analytical Laboratories Ltd.	Aqua Regia digestion Ultratrace ICP-MS analysis

Soil samples for all the programs were analysed by Acme Analytical Labs of Vancouver. Multi element techniques including either ICP-ES (inductively coupled emission spectroscopy) or ICP-MS (inductively coupled mass spectrometer) methods were used. Gold was routinely analysed separately using geochemical-assay techniques.

The author believes sample handling preparation and security have been conducted to industry standards and finds no issue with the work.

Data Verification

The author supervised and conducted fieldwork at the Indata Project in during the 2008 drill program and fieldwork in 2011 and 2013. The author has examined analytical certificates produced by Acme Analytical Labs Ltd. (later Bureau Veritas Minerals) and checked the replicability of internal standards inserted into the sample stream. The internal lab standard sample replicability was consistent. The author is satisfied that the sampling procedures and data are reliable.

Commercially purchased reference standards were submitted at a frequency of 1 per 30 samples during the 2008 drill program. The author has examined these results and they have maintained a consistent return from the lab and were consistent with published values for the standards.

The author has completed random checks of soil, rock and drill core lab assay results to those results quoted in the Eastfield database.

B.L. Laird P.Geo completed a field inspection of the Indata Project on July 9, 2018 and is satisfied that the data is representative of the samples collected.

Mineral Processing and Metallurgical Testing

Not applicable to the Indata Project at this time.

Mineral Resource Estimates

There have been no mineral resource estimates on the mineralization found at the Indata Project.

Mineral Reserve Estimates

There have been no mineral reserve estimates on the mineralization found at the Indata Project.

Mining Methods

Not applicable to the Indata Project at this time.

Recovery Methods

Not applicable to the Indata Project at this time.

Project Infrastructure

Not applicable to the Indata Project at this time.

Market Studies and Contracts

Not applicable to the Indata Project at this time.

Environmental Studies, Permitting and Social or Community Impact

First Nation land claims are still unresolved in this area although no settlements, current or historic, or archaeologically significant sites, are documented on the claims. There are no known environmental issues concerning the claims which are located predominantly on provincially owned land. In British Colombia Notices of Work authorizations (Exploration Permits) are required when surface disturbance is a consequence of the exploration activity. A multiyear exploration permit for the project is in the application process.

Capital Operating Costs

Not applicable to the Indata Project at this time.

Economic Analysis

Not applicable to the Indata Project at this time.

Adjacent Properties

Serengeti Resources' Kwanika Project is located 10 kilometres north of the Indata Project. It hosts significant porphyry copper mineralization in two zones. The Central Zone of Serengeti Resources' Kwanika Project, located 14 kilometres north of the Indata Project, contains an indicated 57.7 million tonnes grading 0.48% copper and 0.55 g/t gold at a 0.4% copper equivalent cut-off (SRK, 2016). The author cautions that the results from the Kwanika Property are not necessarily indicative of mineralization on the Indata Project.

Interpretation and Conclusions

Exploration on the Indata Project starting in 1983 and continuing to present day has identified the existence of three mineralization target types; mesothermal polymetallic precious metal veins, porphyry copper mineralization and ophiolite hosted nickel. Porphyry copper is known on the north and east sides of Albert Lake, and the vein mineralization occurs some 500 metres east of this, in the north central part of the property while the ophiolite hosted gold is located in the southern region of the claim group on the eastern side.

The polymetallic vein gold and silver mineralization at the Indata Project is localized within fault zones which are thought to be related to the Pinchi Fault system which is a major structural feature and terrane boundary in central British Columbia. Quartz veins with up to 50% sulfides as pyrite, arsenopyrite, stibnite and pyrrhotite occur within north-south trending shear zones within both mafic volcanic and ultramafic rocks. In the latter setting the veins are associated with carbonate and talc alteration and often accompanied with quartz-carbonate veins. Silicification of the host rocks is common within the mafic volcanic lithologies.

The veins range in size from centimetres up to 5.6 metres in width. Drill results to date have produced two exceptionally high results; 47.26g/t Au from hole 88-I-11, and 351.1g/t silver from hole 89-I-6. Mineralization has so far been traced discontinuously for 1200 metres in a north-south direction

Anomalous arsenic and antimony soil geochemistry is a good pathfinder to locating these zones of mineralization, though there is no direct correlation between the soil values and that of the gold and silver in the veins. Chargeability highs from induced polarization surveys often reflect the high sulfide contents of the mineralized veins, and coincidence of these two methods are a good targeting method in the exploration for such mineralization.

Soil sampling in 2007 discovered an area of strong coincidental arsenic-antimony bismuth in soil results in the northwest part of the sampled area, located two kilometres northwest of the known polymetallic vein mineralization. The anomaly is largely underlain by recrystallized limestone. Regional geological maps and airborne magnetic data interpretation indicate a northeast rending fault underlying this area. An IP survey completed in 2010 in the NW Soil anomaly has defined two compelling drill targets in this area, I.) at approximately 400N on line 670E and ii.) at approximately 800N on line 170E. Another area of silicified limestone exists on the extreme southeastern side of the claim group.

Porphyry copper mineralization has been known on the northeast side of Albert Lake since 1985 where it is hosted in dioritic and granodioritic intrusives and in volcanic rocks and associated sediments. Disseminated and vein chalcopyrite occurs with pyrite and pyrrhotite and has been located over an area of 200 by 200 metres near the lake, with drill results as high as 148.2m starting at 12.2m of 0.2% Cu, including 24.1 metres averaging 0.37% Cu (hole 98-I-4). Additional mineralization was also discovered in 1996, some 350 metres to east, toward the polymetallic veins area. The copper mineralization is associated with anomalous copper in soil values as well as chargeability highs from the induced polarization surveys. The known mineralization occurs at the north end of two-kilometre-long anomaly that runs along the east side of Albert Lake, very little of which has been drill tested. Additional induced polarization, oriented north-south, rather than previously tested east-west directed lines, further to the south along the east shore of the lake, was completed in 2010 and confirms a substantial untested chargeability anomaly exists in this area.

The copper anomalous rock samples collected in 1989 in the northeast portion of the claims require additional follow up.

In 2012 3.2 kilometers of drill access and six drill sites were constructed on induced polarization targets developed in 2010 and 2011. Rock sampling completed coincidently with this work identified significant mineralization (0.78% Cu) in volcanic rock (dacite). This area should be further explored.

Recommendations and Budgets

A two-phase program is proposed: an initial phase of surface work to cover the area IP-magnetics survey. This initial phase is budgeted at $102,790.

For Phase I, a 11-kilometre IP-Magnetic survey program is proposed for the under-explored southern part of the Indata Project where recent exploration has discovered indications of porphyry mineralization. These indicators include coincidental copper in soil-chargeability anomalies, float rock samples with of 0.78% Cu, and the existence of intrusive rocks in outcrop. An additional 4 kilometres survey is proposed over the Northeast Copper anomaly. Proposed lines are shown on Figure 8.

Should appropriate targets be discovered during the Phase I program, it should be followed up by diamond drilling of the best targets. A Phase II, 1,200 metre program costing $355,810 is proposed. This program would include drill access, site preparation drilling, sampling and reporting and would be consistent with the multi-year permit in the application process.

Table 8: Proposed Phase 1 Budget

Year 1 - Phase I - Induced Polarization Ground Magnetics (15 Km)		
Field Assistants (Line cutting)	4 for 15 days @ $450 day	$27,000.00
IP Contractor	15 days @ $2100 day	$31,500.00
Field Assistants (IP Crew)	3 for 15 days @ $450	$20,250.00
Room and Board	60-man days @ $110 day	$6,600.00
Trucks	2 for 34 days @ $80 day	$5,440.00
Supervising Geologist	1 for 15 days @ 800 day	$12,000.00
Total		**$102,790.00**

Table 9: Proposed Phase 2 Budget (contingent upon Phase 1)

Year 2 - Phase II - Drilling (1,200 m)		
Project Geologist	1 (for 21 days) @$800 day	$16,800.00
Contract Drilling	1,500 meters @$120 meter	$180,000.00
Extra Costs	$20 per meter (1,500 meters)	$30,000.00
Field Assistants	2 (for 21 days) @$450 day	$18,900.00
Room and Board	7 men for 21 days @$110 day	$16,170.00
Truck Costs	3 Vehicles, 21 days @80 day	$5,040.00
Drill Samples	750 (2 m intervals) @ $30 sample	$22,500.00
Excavator Costs	50 hours @ $160 per hour	$8,000.00
Consumables including fuels		$5,000.00
Supervising Geologist	1 (for 10 days) @ $800 day	$2,400.00
Reporting		$15,000.00
Contingency	@10%	$36,000.00
Total		**$355,810.00**

USE OF PROCEEDS

Proceeds and Funds Available

The Company expects to receive $550,000 in gross proceeds from the Offering. The funds expected to be available to the Company upon completion of the Offering and the expected principal purposes for which such funds will be used are described below. The completion of the Offering is subject to all 5,500,000 Shares being placed.

Funds Available

	Offering
Gross proceeds of the Offering (1)	$550,000
Less: Agent's Commissions and balance of Corporate Finance Fee	$69,750
Net Proceeds of the Offering (1)	$480,250
Working Capital (2)(3)	$202,365
Net Funds Available (4)	**$682,615**

Notes:

(1) After deduction of the Agent's Commission and balance of Corporate Finance Fee which remains unpaid, but before deducting the other expenses of the Offering

(2) At March 31, 2019, the Company had an approximate working capital of $202,365 raised through prior issuances of securities. See *"Prior Sales"*.

(3) Any funds received as a result of the exercise of the Agent's Warrants or stock options granted to the Company's directors, officers, employees and consultants will be added to the Company's general working capital.

Principal Purposes

The following table indicates the principal uses to which the Company proposes to use the net funds available:

Item	Amount
Balance of estimated expenses of the Offering (1)	$92,075
Phase 1 Exploration program on the Indata Project (2)	$102,790
Phase 2 Exploration program on the Indata Project (2)	$250,000
Payments due pursuant to Option Agreement in the 12 months following the Closing Date	$20,000
General and Administrative Expenses (3)	$135,000
Unallocated Working Capital (4)	$82,750
Net Funds Available	**$682,615**

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(1) The balance of the remaining anticipated expenses of the Offering are legal fees ($40,000), audit fees ($25,000) and filing fees with the Exchange and Securities Commissions ($12,075) as well as the expenses of the Agent ($25,000), less a $10,000 retainer paid by the Company to the Agent.

(2) See *"Mineral Properties"* above for a description of the Indata Project and the work program recommended in the Indata Report. The Issuer has made an allowance 70% of the Phase 2 recommended work program of $355,810 and will need to raise additional funds to complete the Phase 2 work program in full. In the event that further exploration is not merited on the Indata Project, the Company would utilize these funds towards acquisition and due diligence costs for a new exploration property.

(3) General and administrative costs for the next 12 months are expected to comprise: professional fees of $25,000, transfer agent, filing fees and other costs associated with shareholder communication of $50,000, technical consulting fees of $25,000, office rent and administrative expenses of $15,000 and miscellaneous costs of approximately $20,000 (comprising equipment, travel and other miscellaneous costs).

(4) Unallocated funds will be added to the working capital of the Company and invested in short-term interest-bearing obligations.

The Company intends to spend the net funds available to it as stated in this Prospectus. However, there may be situations where, due to change of circumstance, outlook, exploration results, property status and or business judgment, a reallocation of funds is necessary in order for the Company to achieve its overall business objectives. The Company will only redirect funds to other properties that may be acquired at a later date on the basis of a recommendation from a professional geologist or engineer. If such a change occurs during the distribution of the securities offered under this Prospectus, the Company may have broad discretion in the application of such net proceeds and, if required, an amendment to this Prospectus will be filed. Pending utilization of the net proceeds derived from the Offering, the Company intends to invest the funds in short-term, interest bearing obligations at the determination of the Company's Chief Financial Officer. Unallocated funds will be added to the working capital of the Company.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company anticipates that the net proceeds from the Offering will be used to fund future negative operating cash flow.

Stated Business Objectives and Milestones

The business objectives of the Company, using the available funds, are as follows: (a) obtain a listing of the Shares on the Exchange and (b) to complete the Phase 1 exploration program on the Indata Project, as recommended by the Indata 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. Key milestones to achieve the Company's strategy are set forth pursuant to the work program recommendations set forth in the Indata Report, which program is expected to be completed in the summer of 2019. The costs of such work programs will be paid for entirely from the net proceeds of this Offering and from existing working capital. The completion of the proposed Phase 2 program for the Indata Project, as recommended within the Indata Report, is contingent upon the results of the Phase 1 program. If the results of the Phase 1 program warrants further exploration and the completion of the Phase 2 program, the Company will utilize funds reserved from the proceeds of the Offering and seek to raise additional funds to complete such program through the completion of an equity financing, which will cause further dilution to shareholders, if such financing is available. There can be no assurances that additional financing will be available to the Company in the amount required at any particular time, or, if available, that it can be obtained on terms satisfactory to the Company. The Company may also seek further opportunities to expand its resource base through the exploration for, and acquisition of, projects of merit.

DIVIDENDS

The Company has neither declared nor paid any dividends on any of its share capital. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its shares in the foreseeable future. The payment of dividends on the Shares in the future is unlikely and will depend on the earnings and financial conditions of the Company and such other factors as the Board may consider appropriate. There are no restrictions on the Company paying dividends or distributions, except those set out in the BCBCA, provided however that the rights of the holders of the Shares to receive dividends shall be subject to the rights of the holders of preferred shares of the Company (the "**Preferred Shares**"), if any. Subject to the BCBCA, the holders of any preferred shares of the Company outstanding shall, in each year in preference and priority to any payment of dividends on the Shares be entitled, out of monies lawfully available for dividends, to a fixed, preferential, cumulative cash dividend at the rate of 8.00% per annum, on the par value of the Preferred Shares per Preferred Share held (the "**Preferred Dividend**"), payable annually in arrears on the last day of each calendar year (the "**Dividend Settlement Date**") computed on the basis of a 365 day year and paid for the actual number of days elapsed. In the event that the Company fails to make any Preferred Dividend payment, the dividend rate applicable to the Preferred Shares shall increase to 10.0% per annum commencing from the day following the applicable Dividend Settlement Date. The Preferred Dividend shall accrue and be cumulative from the date of issue of the Preferred Shares. The holders of the Preferred Shares shall not be entitled to any dividends other than or in excess of the Preferred

Dividend. No dividend shall be declared or paid on the Shares until all accumulated, accrued but unpaid Preferred Dividends, whether or not declared, have been paid in full.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected 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 on March 29, 2018 to September 30, 2018 and its unaudited financial statements for the three months ended December 31, 2018. This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus.

Selected Financial Information	**For the period from incorporation to September 30, 2018 (audited)**	**For the three months ended December 31, 2018 (unaudited)**
Operations Data		
Total Revenues	Nil	Nil
Total Expenses	$519,503	$32,667
Net Income (Loss)	$(519,503)	($32,667)
Net Income (Loss) per Share – Basic and Fully Diluted	($0.06)	($0.00)

Balance Sheet Data	**As at September 30, 2018**	**As at December 31, 2018**
Current Assets	$288,882	$214,565
Non-Current Assets	$20,000	$49,922
Total Assets	**$308,882**	**$264,487**
Current Liabilities	$19,715	$7,987
Working Capital	$269,167	$206,578
Other Liabilities	Nil	Nil
Total Liabilities	**$19,715**	**$7,987**
Share Capital	$808,670	$808,670
Deficit	($519,503)	($552,170)
Total Equity	**$289,167**	**$256,500**
Number of Shares Issued and Outstanding	**16,173,399**	**16,173,399**

Management's Discussion and Analysis

The following discussion and analysis, prepared by management (the "**MD&A**"), reviews the Company's financial condition and results of operations for the period from incorporation on March 29, 2018 to September 30, 2018 and for the three months ended December 31, 2018. This discussion provides management's analysis of the Company's historical financial and operating results and provides estimates of the Company's future financial and operating performance based on information that is currently available. This discussion contains forward-looking statements that involve certain risks and uncertainties. See also *"Forward-Looking Statements"* and *"Risk Factors"*.

Overview

This MD&A is dated as of the date of this prospectus and presents the operations of the Company for the period from incorporation on March 29, 2018 and ended September 30, 2018 and for the three months ended December 31, 2018. The following information should be read in conjunction with the Company's audited financial statements for the period from incorporation on March 29, 2018 to September 30, 2018 and its unaudited financial statements for the three months ended December 31, 2018, each together with the notes thereto, prepared by management in accordance with International Financial Reporting Standards and expressed in Canadian Dollars. This MD&A has been prepared by management and reviewed by the audit committee of the board. For the purposes of preparing this MD&A, management, in conjunction with the Board, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting currency of the Company, unless specifically noted.

Cautionary Note Regarding Forward Looking Statements

Certain statements contained in the foregoing MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below.

Description of Business

The Company was incorporated on March 29, 2018 pursuant to the provisions of the BCBCA. The Company is a minerals exploration company involved in the exploration and development of the Indata Project. At present none of the Company's mineral properties are at commercial development or production stage.

The Company intends to be a public entity upon completion of the Offering, which is subject to regulatory approval.

Selected Annual Information

The following discussion of the Company's financial performance is based on the consolidated interim financial statements for the period from March 29, 2018 (inception) to September 30, 2018, which were prepared in accordance with IFRS.

	Period from March 29, 2018 (inception) to September 30, 2018
Working capital	$ 269,167
Total assets	308,882
Total liabilities	19,715
Share capital	808,670
Deficit	(519,503)

Overall Performance

Highlights of the Company's activities for the period ended September 30, 2018:

- On June 20, 2018, the Company entered into the Option Agreement to acquire the Option in respect of the Indata Project and made an initial cash payment of $20,000 in accordance with the terms thereof.

- On June 25, 2018, the Company completed a private placement of 5,574,000 shares issued at $0.005 per Share for aggregate proceeds of $27,870. Of these shares initially issued, 5,016,600 were subsequently returned to treasury for nil consideration in April 2019. The Company considers that the fairest presentation of the economic substance of this transaction is to record the resultant private placement on a retrospective basis. Therefore for accounting purposes the Company is considered to have issued 557,400 common shares at $0.05 per share on June 25, 2018.

- On June 25, 2018, the Company completed a private placement of units issuing 15,615,999 units at a price of $0.02 per unit and generating aggregate gross proceeds of $312,320. Each unit comprised one common share and one share purchase warrant exercisable to acquire an additional common share of the Company until June 25, 2020 at a price of $0.05 per share. The Company recognized a charge for stock-based compensation of $468,480 in respect to the fair value of the shares issued, based on the June 25, 2018 issuance described immediately above at $0.05 per share, exclusive of the cash proceeds received. No consideration was ascribed to the warrant portion of the Units issued.

- On September 6, 2018, the Company entered into an engagement letter with the Agent in respect of the Offering, where the Company will offer 1,200,000 Shares for cumulative gross proceeds of $180,000. The Agent will receive a cash commission of 6.0% of the gross proceeds, payable at Closing and that number of Agent Warrants that is equal to 8.0% of the number of Shares sold in the Offering. In addition, the Company will pay to the Agent $35,000 as a Corporate Finance Fee.

Highlights of the Company's activities for the period ended December 31, 2018:

- Continued activity and development for its intended Offering and listing on the Exchange.

- Continued to move the Option Agreement forward.

Financial Performance

The statements of financial position as of September 30, 2018 indicated total current assets of $288,882 ($214,565: December 31, 2018) all of which was represented by cash

At September 30, 2018, current liabilities totaled $19,715 ($7,987: December 31, 2018) all of which comprised accounts payable and accrued liabilities.

At September 30, 2018, the Company had a working capital of $269,167 ($206,578: December 31, 2018). Management's short-term plans are to fund the Company's day-to-day operations through equity or, to a minor extent, debt financing.

Shareholders' equity was comprised of share capital of $808,670 as at both September 30, 2018 and December 31, 2018 and a deficit of $519,503 ($552,170: December 31, 2018) for a net equity of $289,167 ($256,500: December 31, 2018).

The weighted average number of common shares outstanding for period ended September 30, 2018, was 8,521,469 (11,053,762: December 31, 2018).

The Company is an exploration stage company and engages principally in the acquisition, exploration and development of mineral properties. The Company capitalizes, on a property by property basis, all acquisition and exploration costs until the property to which those costs are related is placed into production, sold, or abandoned. The decision to abandon a property is largely determined based on exploration results and management's judgment as to whether the property may be used in a potential transaction with another exploration or mining company.

None of the Company's properties are in production. Therefore, mineral exploration expenditures are capitalized and losses are incurred as a result of general exploration and administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful measure of its performance or potential.

The key performance drivers for the Company include securing the best geological expertise it can, and acquiring and developing high potential prospective mineral properties. By hiring highly qualified staff and acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interests, the Company will report an annual deficit and will rely on its ability to obtain equity/or debt financing to fund on-going operations. For information concerning the business and properties of the Company, please see "*Description of the Business*" and "*Mineral Properties*".

Additional financing will be required for new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

Results of Operations

Net Loss

During the period ended September 30, 2018, the Company reported a net loss of $519,503 ($0.06 basic and diluted loss per share). The largest item that contributed to the Company's net loss during the period ended September 30, 2018 was share-based compensation.

During the period ended December 31, 2018, the Company reported a net loss of $32,667 ($0.00 basic and diluted loss per share). The largest item that contributed to the Company's net loss during the period ended December 31, 2018 were expenses related to professional fees.

Revenue

During the period from March 29, 2018 (inception) to September 30, 2018 and during the three months ended December 31, 2018, the Company did not earn any revenue.

Operating Expenses

During the period from March 29, 2018 (inception) to September 30, 2018, the Company recorded operating expenses of $519,503. The largest factor contributing to operating expenses was share-based compensation of $468,480.

During the period ended December 31, 2018, the Company recorded operating expenses of $32,667. The largest factor contributing to operating expenses was professional fees of $16,288.

As the Company's current operations do not generate revenues, the Company will continue relying on equity and debt financing in order to meet its ongoing day-to-day operating requirements. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any particular time, or, if available, that it can be obtained on terms satisfactory to the Company.

Summary of Quarterly Results

See "*Selected Financial Information*" above. The Company is not a reporting issuer and has not been required to and has not prepared quarterly statements for any period other than for the three months ended December 31, 2018.

	Three Months Ended December 31, 2018
Working capital	$ 206,578
Total assets	264,487
Total liabilities	7,987
Share capital	808,670
Deficit	(552,170)

Liquidity and Capital Resources

The Company is an exploration stage company and therefore has no regular cash inflows. The Company's mineral properties are located in British Columbia. The investment in these properties, which are categorized as capitalized mineral property costs, together with cash, represent the bulk of the Company's asset base. Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements

As at September 30, 2018, the Company had $288,882 in cash, with working capital of $269,167. The Company's share capital was $808,670 representing 16,173,399 common shares issued. As at September 30, 2018, the Company had accumulated a deficit of $519,503.

As at December 31, 2018, the Company had $214,565 in cash, with working capital of $206,578. The Company's share capital was $808,670 representing 16,173,399 common shares issued. As at December 31, 2018, the Company had accumulated a deficit of $552,170.

Contractual Obligations

A summary of the Company`s contractual obligations at September 30, 2018 and as at December 31, 2018, is detailed in the table below.

	Payments Due by Period				
	Total	**Less than 1 Year**	**1 – 3 Years**	**4 – 5 Years**	**After 5 Years**
Accounts Payable	-	-	n/a	n/a	n/a
Accrued Liabilities	–	–	n/a	n/a	n/a
Amounts due to Related Parties	–	–	n/a	n/a	n/a
Total	**$-**	**$-**	n/a	n/a	n/a

Off Balance Sheet Arrangements

To the best of management's knowledge, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

Related Party Transactions

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Key management includes directors and key officers of the Company.

Transactions with related parties are in the normal course of operations. Except as described in this section or *"Executive Compensation"* below or the sale of securities on a private placement basis to directors and officers, as of the date of this Prospectus, the Company has not entered into any transactions with related parties.

Significant Accounting Policies and Critical Accounting Estimates

All significant accounting policies and critical accounting estimates are fully disclosed in Note 2 of the audited financial statements for the period from March 29, 2018 (inception) to September 30, 2018 and the condensed interim financial statements for the period ended December 31, 2018.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	December 31, 2018	September 30, 2018
	$	$
Fair value through profit or loss (i)	214,565	288,882
Loans and receivables (ii)	-	-
Other financial liabilities (iii)	7,987	19,715

(i) Cash
(ii) Amounts receivable
(iii) Accounts payable and accrued liabilities and amounts due to related parties

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 – Inputs that are not based on observable market date

The following table sets forth the Company's financial assets as at September 30, 2018 measured at fair value by level within the fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash	$ 288,882	-	-	$ 288,882

The following table sets forth the Company's financial assets as at December 31, 2018 measured at fair value by level within the fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash	$ 214,565	-	-	$ 214,565

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, interest rate and currency risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Interest rate risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's operating cash flows are substantially independent of changes in market interest rates. The Company has not used any financial instruments to hedge potential fluctuations in interest rates. The exposure to interest rate risk for the Company is considered minimal. The Company has no interest-bearing borrowings.

The Company considers its interest rate risk policies to be effective and has followed them consistently.

Price Risk

The Company is not exposed to commodity price risk as its current business operations do not depend on fluctuations in the market price of commodities.

Outstanding Share Data

As of the date of this report, the Company had the following securities issued and outstanding:

Type	Amount	Exercise Price	Expiry Date
Common shares[(1)]	16,173,399	n/a	Issued and outstanding
Warrants	15,615,999	$0.05	June 25, 2020
	31,789,398		Total shares outstanding (fully diluted)

[(1)] *Authorized: Unlimited common shares without par value.*

Accounting Standards and Interpretations

Certain new accounting standards and interpretations have been published and are fully disclosed in Note 3 of the audited financial statements for the period from March 29, 2018 (inception) and ended September 30, 2018 and of the unaudited condensed interim financial statements for the three months ended December 31, 2018. Management is assessing the impact of these new standards on the Company's accounting policies and financial statement presentation.

Risks and Uncertainties

See *"Risk Factors"* below.

Contingencies

There are no contingent liabilities.

It is anticipated that the proceeds to be raised pursuant to the Offering will fund the Company's operations for a period of 12 months. The estimated total operating costs for the Company to achieve its stated business objectives over this period of time are $242,790. The estimated total operating costs include exploration program costs, payments due pursuant to the Option Agreement and $120,000 for general and administrative costs. No other funds are projected to be expended on capital expenditures during this time period. See "*Use of Proceeds*".

Additional Disclosure for Venture Issuers without Significant Revenue

The following table sets forth certain financial information for the Company, which has been derived from the Company's financial statements as contained in this Prospectus. This summary should be read in conjunction with the Company's financial statements, including the notes thereto, included elsewhere in this Prospectus.

The following table details the Company's expenditures for the period from incorporation on March 29, 2018 to September 30, 2018 and from October 1, 2018 to December 31, 2018 in respect of the Indata Project, which is the Company's sole mineral property:

Capitalized Acquisition and Exploration Costs on the Indata Project	**Period Ended September 30, 2018**
Acquisition Costs	$20,000
Total	**$20,000**

It is anticipated that the proceeds to be raised pursuant to the Offering will fund the Company's operations for a period of 12 months. The estimated total operating costs for the Company to achieve its stated business objectives over this period of time are $242,790. The estimated total operating costs include exploration expenditures on the Indata Project, comprising the recommended work program set forth in the Indata Report of $102,790, a $20,000 payment due pursuant to the Option Agreement and $120,000 for general and administrative costs. No other funds are projected to be expended on capital expenditures during this time period. See "*Use of Proceeds*".

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of Shares without par value and an unlimited number of preferred shares without par value. As at the date of this prospectus there are 16,173,399 Shares issued and outstanding as fully paid and non-assessable shares and no preferred shares issued and outstanding.

Common Shares

There are no special rights or restrictions of any nature attached to the Shares. The holders of Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and each Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Shares are entitled to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate ratably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company, subject to the rights of the holders of the preferred shares. The Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

Preferred Shares

Subject to the BCBCA, the holders of any preferred shares of the Company outstanding shall, in each year in preference and priority to any payment of dividends on the Shares be entitled, out of monies lawfully available for dividends, to a fixed, preferential, cumulative cash dividend at the rate of 8% per annum, on the par value of the preferred shares, if any, per preferred share held (the "**Preferred Dividend**"), payable annually in arrears on the last day of each calendar year (the "**Dividend Settlement Date**") computed on the basis of a 365 day year and paid for the actual number of days elapsed. In the event that the Company fails to make any Preferred Dividend payment, the dividend rate applicable to the Preferred Shares shall increase to 10% per annum commencing from the day following the applicable Dividend Settlement Date. The Preferred Dividend shall accrue and be cumulative from the date of issue of the preferred shares. The holders of the preferred shares shall not be entitled to any dividends other than or in excess of the Preferred Dividend. No dividend shall be declared or paid on the Shares until all accumulated, accrued but unpaid Preferred Dividends, whether or not declared, have been paid in full.

The holders of preferred shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company and each preferred share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company.

In the event of any liquidation or winding up of the Company, the holders of the preferred shares shall be entitled to receive in preference to the holders of the Shares a per share amount equal to the issue price of the preferred shares plus all accumulated, accrued but unpaid Preferred Dividends (the "**Liquidation Preference**"). The holders of the preferred shares shall not be entitled to any distribution other than or in excess of the Liquidation Preference. After the payment of the Liquidation Preference to the holders of the preferred shares, the remaining assets shall be distributed ratably to the holders of the Shares.

The preferred shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

In addition to the Shares issued and outstanding, a further up to 16,319,999 Shares are reserved for issue as follows:

Type of Security	**Amount**
Agent's Warrant Shares	440,000
Shares issuable upon the exercise of previously issued share purchase warrants	15,615,999
Shares issuable upon the exercise of stock options granted to directors, officers, employees and consultants	560,000
Total	**16,615,999**

See "*Plan of Distribution*" for further details of the Offering

Securities to be Distributed

An aggregate of 5,500,000 Shares are hereby offered at a price of $0.10 per Share. The securities to be distributed pursuant to the Offering hereunder are qualified by this Prospectus and are more particularly described under the heading "*Plan of Distribution*".

Warrants

The Company has previously issued share purchase warrants to acquire up to 15,615,999 Shares at an exercise price of $0.05 per share expiring on June 25, 2020. These share purchase warrants were issued to subscribers to equity offerings conducted by the Company.

Agent's Warrants

The Company is authorized to issue to the Agent's Warrants entitling the Agent to acquire that number of Agent's Warrant Shares as is equal to 8.0% of the number of Shares sold pursuant to the Offering. Each whole Agent's Warrant entitles the holder thereof to subscribe for one Share at a price of $0.10 until the date which is 24 months from the Closing Date. The holding of an Agent's Warrant will not constitute the holder thereof a shareholder of the Company, nor will it entitle the holder to any rights or interests as a shareholder or to receive notice of any meetings of shareholders except upon the exercise of an Agent's Warrant in accordance with its terms. The Agent's Warrants will contain provisions to the effect that, in the event of any change in the number of Agent's Warrant Shares or any reclassification of the Shares into other share, or if the Company shall pay a stock dividend upon its outstanding Shares, or in the case of a consolidation, amalgamation or merger of the Company with or into another company, or any other capital reorganization of the Company not covered by the foregoing or any sale of the properties and assets of the Company as (or substantially as) an entirety to any other company, adjustments will be made in the number of Shares to which the holder will be entitled to receive on any exercise of the Warrants and the exercise price thereof. See "*Plan of Distribution*" for additional information on the Agent's Warrants.

Options

The Company has granted 560,000 stock options to acquire Shares to directors, officers, employees and consultants of the Company under its Stock Option Plan. The options and the Stock Option Plan are described below at "*Options to Purchase Securities*".

CONSOLIDATED CAPITALIZATION

The following table sets forth information respecting the capitalization of the Company as at December 31, 2018 and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	**Amount authorized**	**Amount outstanding as of December 31, 2018** (1)	**Amount outstanding as of the date of this Prospectus**	**Amount outstanding assuming completion of the Offering** (5)
Common Shares	Unlimited	21,189,999	16,173,399	21,673,399
Preferred Shares	Unlimited	Nil	Nil	Nil
Options (2)	10% of the issued and outstanding	Nil	Nil	560,000
Warrants	Unlimited	15,615,999(3)	15,615,999(3)	15,615,999 (3)
Agent's Warrants (5)	Unlimited	Nil	Nil	440,000(4)

(1) As at December 31, 2018, the Company has no long-term debt.
(2) A total of 560,000 Shares have been reserved for issuance pursuant to incentive stock options to be granted to directors, officers and consultants of the Company exercisable at an exercise price of $0.14 per Share until the date which is five years following the Listing Date.
(3) A total of 15,615,999 Shares are issuable upon exercise of the warrants at an exercise price of $0.05 per Share until June 25, 2020.
(4) Pursuant to the Agency Agreement, the Company has agreed to grant to the Agent, the Agent's Warrants on completion of the Offering, at a price of $0.10 per Share, for a period of 24 months from the Closing Date. See "*Plan of Distribution*" and "*Description of Securities Distributed*".
(5) See "*Use of Proceeds*" for the proceeds after giving effect to the Offering and deducting the expenses of the issue.

As at the date of this prospectus, the Company has no outstanding loans or other debt obligations

OPTIONS TO PURCHASE SECURITIES

As of the date of this Prospectus, the Board has approved the grant, on the Listing Date, of options to purchase up to 560,000 Shares at an exercise price of $0.14 per Share and expiring on that date which is five years following the Listing Date.

The following table sets out details of the Company's stock options to be outstanding as of the Listing Date:

Group (current and former positions)	No. of Shares Under Option	Exercise Price	Expiry Date
Directors (including directors who are also officers) (4)	560,000	$0.14	Five years from the Listing Date
Officers (who are not also directors) (Nil)	N/A	N/A	N/A
Employees (Nil)	N/A	N/A	N/A
Consultants (Nil)	N/A	N/A	N/A
Total Options	**560,000**		

All of the options have been granted pursuant to the terms of the Stock Option Plan, approved by the Company's directors. The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants of the Company and of its affiliates and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan to purchase Shares. If, as and when the Shares of the Company are listed on the Exchange, the Stock Option Plan will be subject to the review and approval of the Exchange.

The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of Shares of the Company issued and outstanding, from time to time.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan as the Board may from time to time designate. The exercise prices shall be determined by the Board but shall, in no event, be less than the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, in accordance with the policies of the Exchange. The Stock Option Plan provides that the number of all Shares reserved for issuance will not exceed 10% of the issued and outstanding Shares, from time to time. In addition, the number of Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Shares. The maximum number of Shares reserved for issuance to insiders, within a one-year period, may not exceed 10% of the Shares issued and outstanding as at the date of grant of the stock option and to any individual director or officer, within a one-year period, may not exceed 5% of the Shares issued and outstanding as at the date of grant of the stock option. Options may be exercised up to 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Options will expire not later than the date which is five years from the date of grant. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Board of the Company may, in its absolute discretion impose such limitations or conditions on the exercise or vesting of any options granted under the Stock Option Plan as it deems appropriate. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

PRIOR SALES

Prior Sales

Since the date of incorporation and prior to the date of this prospectus, 21,189,999 Shares and nil preferred shares of the Company have been issued as follows:

Date	Number and class of securities (2)(3)	Issue price per Common Share	Aggregate Proceeds	Consideration Received
March 29, 2018	1 Share (1)	$1.00	$1.00	Cash
June 25, 2018	5,574,000 Shares (2)(3)(4)	$0.005	$27,870	Cash
June 25, 2018	15,615,999 Units (5)	$0.02	$312,320	Cash

Notes:

(1) Initial incorporator's share, which has been repurchased by the Company and cancelled.
(2) On April 8, 2019, 5,016,600 of these shares were voluntary gifted back to the Company and cancelled with the result that the price of the remaining 557,400 shares was adjusted to $0.05.
(3) Of the remaining 557,400 shares issuable on this date, 300,000 of these shares will be subject to the terms of the Escrow Agreement between the Company, the holders of such shares and the Escrow Agent. See "Escrowed Securities".
(4) Additionally, any Shares listed above and held by a Principal or a Principal's spouse or immediate family will be subject to the terms of the Escrow Agreement. See "*Escrowed Securities*".
(5) Units comprising one Share and one share purchase warrant entitling the holder to acquire a further Share at a price of $0.05 per Share until June 25, 2020. 7,219,999 of the Shares will be subject to the terms of the Escrow Agreement between the Company, the holders of such Shares and the Escrow Agent. See "*Escrowed Securities*".

Trading Price and Volume

The Shares of the Company are not listed for trading on any stock exchange. The Company has applied to list the Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

ESCROWED SECURITIES

Escrowed Securities

Under NP 46-201, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions as set out therein. Equity securities owned or controlled by Principals, including Shares and Shares issued on the exercise of previously issued options are subject to escrow requirements.

A total of 7,519,999 Shares representing 46.50% of the issued and outstanding Shares prior to giving effect to the Offering will be deposited into escrow pursuant to the Escrow Agreement.

Following the Closing Date, the Company will be classified as an "emerging issuer" under NP 46-201. An "emerging issuer" is one that does not meet the "established issuer" criteria (which includes issuers listed on the Toronto Stock Exchange in its non-exempt category and issuers that meeting Tier 1 listing requirements of the Exchange). Based on the Company being "emerging issuer", the Escrowed Securities will be subject to a three-year escrow.

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 Escrow Agreement dated as of January 18, 2019, as amended April 8, 2019 among the Company, the Escrow Agent and the Principals of the Company, as required pursuant to the policies of the Exchange, (collectively with the Principals, the "**Escrow Holders**"), the Escrow Holders agreed to deposit in escrow their Shares (the "**Escrowed Securities**") with the Escrow Agent. Under the Escrow Agreement, 10% of the Escrowed Securities will be released from escrow on the Listing Date (the **"Initial Release**") and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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 escrow are:

(1) 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;

(2) transfers to a person or company that before the proposed transfer holds more than 20% of the Company`s outstanding Shares, or to a person or company that after the proposed transfer will hold more than 10% of the Company`s outstanding Shares and has the right to elect or appoint one or more directors or senior officers of the Company or any material operating subsidiary;

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

(4) transfers upon bankruptcy to the trustee in bankruptcy or another person or company entitled to escrow securities on bankruptcy; and

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

The following table sets out, as at the date of this prospectus, the number of Shares of the Company which are held in escrow:

Name and Municipality of Residence	Number of Escrowed Securities (1)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering
Ian McDonald, Toronto, ON	2,666,666 Shares	16.49%	12.30%
Shawn Smith, Surrey, B.C.	536,667 Shares	3.32%	2.48%
Bromma Resource Master Fund Inc., Toronto, ON (2)	3,237,500 Shares	20.02%	14.94%
Bromma Gold Master Fund Inc., Toronto ON (2)	1,079,166 Shares	6.67%	4.98%
Total	**7,519,999 Shares**	**46.50%**	**34.70%**

(1) Shares subject to the Escrow Agreement will be released pro rata to the shareholders as to 10% on the Listing Date and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

(2) The beneficial owner of both Bromma Resource Master Fund Inc. and Bromma Gold Master Fund Inc. is Bromma Asset Management Inc., an entity which is controlled by Lukas Henrik Lundin.

Where the Shares of the Company which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

The complete text of the Escrow Agreement is available for inspection at the offices of the Company's legal counsel at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, during normal business hours during the period of primary distribution of the securities being distributed under this Prospectus and for a period of 30 days thereafter.

Shares Subject to Resale Restrictions

Canadian securities legislation generally provides that shares issued by a company during its private stage, commonly referred to as "seed shares", may not be resold until the expiration of certain hold periods. The legislation which imposes and governs these hold periods is National Instrument 45-102 ("**NI 45-102**"). Pursuant to NI 45-102, securities of an issuer issued prior to an initial public offering are either subject to a "seasoning period" lasting four months from the date an issuer becomes a reporting issuer, or both a seasoning period and a "restricted period" of four months from the date of distribution of the securities. During either a seasoning period or a restricted period, securities may not be resold except pursuant to an exemption from applicable prospectus and registration requirements. Where an issuer becomes a reporting issuer in certain Canadian jurisdictions (including British Columbia and Alberta) by filing a prospectus in that jurisdiction, however, the 4-month seasoning period is eliminated. Thus, only securities which are subject to a four-month restricted period will be subject to resale restrictions under NI 45-102 after an initial public offering.

Following the issuance of a receipt for a final prospectus of the Company, none of the Company's Shares would be subject to a four-month restricted period under NI 45-102. Currently, all of the issued and outstanding securities of the Company are subject to both the "seasoning period", as described above, and a "restricted period" of four months from the date of their respective issuance.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior 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, 10% or more of the issued Common Shares of the Company are as follows:

Name and Municipality of Residence of Shareholder	Number of Common Shares Presently Owned (1)	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering
Ian McDonald, Toronto, ON (2)	2,666,666 Shares	18.49%	12.30%
Lukas Henrik Lundin Toronto, ON (3)	4,316,666 Shares	26.69%	18.92%
	6,983,332 Shares	**43.18%**	**32.22%**

(1) These securities are subject to escrow trading restrictions pursuant to the policies of the Exchange. See "*Escrowed Securities*".

(2) On a partially-diluted basis, assuming the exercise of all warrants issued or options to be granted to him, Mr. McDonald will hold 21.98% of the issued and outstanding Shares.

(3) Mr. Lundin exercises control and direction over Bromma Asset Management Inc., which is the beneficial owner of Bromma Resource Master Fund Inc. and Bromma Gold Master Fund Inc. On a partially-diluted basis, assuming the exercise of all warrants held by Bromma Resource Master Fund Inc. and Bromma Gold Master Fund Inc., Mr. Lundin will hold 32.82% of the issued and outstanding Shares, assuming completion of the Offering.

DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holdings

The following is a list of the current directors and officers of the Company, their municipality and province or state of residence, their current positions with the Company, their principal occupations during the past five years and the number of Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised. The statements as to securities beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and officers hereinafter named in each instance is based upon information furnished by the person concerned and is as at the date of this Prospectus.

Name and Municipality of Residence and Position	**Principal Occupation for Past Five Years**	**Date of Appointment to Office**	**Common Shares Held (2)**	**Percentage of Common Shares prior to giving effect to the Offering**	**Percentage of Common Shares after giving effect to the Offering (3)(4)**
Ian McDonald, Toronto, ON, President, CEO and Director (1)	Corporate development and business consultant from November 2017 to Present, VP Corporate Development of Avnel Gold Mining Ltd. from August 2016 to October 2017, Institutional Equity Sales at Haywood Securities Inc. from June 2011 to August 2016.	March 29, 2018	2,666,666	16.49%	12.30%
William Morton, Vancouver, B.C., Director (1)	Geologist, President and CEO of Eastfield Resources Ltd. since 1986. President & CEO of Cariboo Rose Resources Ltd. since November, 2006, President and CEO of Lorraine Copper Corp., since October 2007.	January 10, 2019	Nil	N/A	N/A
Jeffrey Jacobson, Vancouver, B.C., Director (1)	Self employed communications consultant from August 2013 to Present.	September 21, 2018	Nil	N/A	N/A
Shawn Smith, Surrey, B.C., CFO, Corporate Secretary and Director	Real Estate Agent with HomeLife Benchmark from April 2008 to Present.	September 21, 2018 as a director, January 10, 2019 as CFO and Corporate Secretary	536,667	3.32%	2.48%

(1) Members of the Audit Committee.

(2) All of these Shares are subject to escrow restrictions. See "*Escrowed Securities*".
(3) Assuming completion of the Offering and no exercise of the Agent's Warrants, warrants or the incentive stock options granted to the directors, officers, employees and consultants. See "*Plan of Distribution*" and "*Options to Purchase Securities*."
(4) As of the date of this Prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 19.81% of the issued and outstanding Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 14.78% of the then issued and outstanding Shares of the Company.

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

None of the directors of the Company have entered into non-competition or non-disclosure agreements with the Company.

Management of Junior Issuers

The following is a brief description of the background of the key management, directors and the promoters of the Company.

Ian McDonald, (Age: 31) is the President, Chief Executive Officer and a Director of the Company. He has served the Company as a President, Chief Executive Officer and a Director of the Company since its incorporation. As Chief Executive Officer, Mr. McDonald is responsible for the day to day operations, acquisitions and business development of the Company. Mr. McDonald will devote approximately 20% of his working time to the affairs of the Company. Mr. McDonald is not an employee of the Company.

Mr. McDonald served as VP, Corporate Development at Avnel Gold Mining Limited. prior to its sale to Endeavour Mining Corporation in late 2017. Prior to Avnel, Mr. McDonald worked at Haywood Securities in Institutional Equity Sales, London, UK and Toronto in the natural resource sector. Previously, he worked as an investment analyst for Noramco Capital Corporation in Vancouver. Mr. McDonald holds a Bachelor of Science from Arizona State University.

William Morton, (Age: 69) is a director of the Company. He has served the Company since January 10, 2019. Mr. Morton will devote approximately 10% of his working time to the affairs of the Company. Mr. Morton is not an employee of the Company.

Mr. Morton holds a B.Sc. (Geology) from Carleton University and M.Sc. (Graduate Studies) from the University of British Columbia. Mr. Morton has been involved in the public venture capital markets since 1987. Mr. Morton is currently a registered Geoscientist (P.Geo.) with the Association of Engineers and Geoscientists of British Columbia and has been since 1991. He is the President and CEO of Eastfield, from whom the Company is acquiring the Option.

Shawn Smith, (Age: 39) is the Chief Financial Officer, Corporate Secretary and a Director of the Company. He has served the Company as a director since September 21, 2018 and as CFO and Corporate Secretary since January 10, 2019. As Chief Financial Officer, Mr. Smith is responsible for coordination of the financial operations of the Company and for coordinating with the Company's legal counsel, corporate filings and regulatory matters. Mr. Smith will devote approximately 10% of his working time to the affairs of the Company. Mr. Smith is not an employee of the Company.

Mr. Smith completed his Bachelor of Commerce (Finance) at Dalhousie University in Halifax, Nova Scotia in May 2003. After completing several commercial real estate developments, he went on to receive a Real Estate Salesperson and Sub-mortgage Broker title at University of British Columbia. He is currently a principal for Stonecroft Ventures Inc., a development company as well as a realtor for HomeLife Benchmark Corp.

Jeff Jacobson, (Age: 32) is a director of the Company. He has served the Company since September 21, 2018. Mr. Jacobson will devote approximately 10% of his working time to the affairs of the Company. Mr. Jacobson is not an employee of the Company.

Mr. Jacobson holds a BA from the University of Victoria. Mr. Jacobson is involved in the speaking and personal appearance business.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
Ian McDonald	Avnel Gold Mining Ltd	ceased reporting (formerly TSX)	Vice President, corporate, development and investor relations	August 2016 to September 2017
	GK Resources Ltd.	TSX-V	President, CEO and Director	November 2017 to Present
William Morton	Eastfield Resources Ltd.	TSX-V	President, CEO and Director	1986 to Present
	Cariboo Rose Resources Ltd.	TSX-V	Director, President and Chief Executive Officer	December 2006 to Present
	Lorraine Copper Corp.	TSX-V	Director, President and Chief Executive Officer	October 2008 to Present
	Fort St James Nickel Corp.	TSX-V	Director	October 2006 to February 2015
	Boss Minerals Inc.	Reporting issuer only	Director	April 2015 to February 2019
	Gaming Nation Inc. (formerly Oceanside Capital Corp.)	TSX-V	Director	August 2010 to June 2015

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
	Consolidated Woodjam Copper Corp.	TSX-V	President, CEO and Director	December 2011 to Present
	GK Resources Ltd.	TSX-V	Director	October 2018 to Present
Shawn Smith	Rio2 Limited (formerly Prospector Resources Inc.)	TSX-V	Director	December 2011 to November 2016
	Gaming Nation Inc. (formerly Oceanside Capital Corp.)	TSX-V	Director, CFO and Corporate Secretary	August 2010 to June 2015
	Boss Minerals Inc.	Reporting issuer only	Director, CFO and Corporate Secretary	April 2015 to Present
	GK Resources Ltd.	TSX-V	Director	October 2018 to Present

Aggregate Ownership of Securities

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 3,203,333 Shares representing 19.81% of the issued and outstanding Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 14.78% of the then issued and outstanding Shares of the Company.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter of the Company has, within the last 10 years, been a director, officer, Insider or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy 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.

Penalties and Sanctions

No director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has, within the 10 years preceding 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, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and Promoters of the Company will be subject to in connection with the operations of the Company. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies. See "*Other Reporting Issuer Experience*". Accordingly, situations may arise where some or all of the directors, officers, Insiders or Promoters of the Company will be in direct competition with the Company.

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. To the best of the Company's knowledge, other than is disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors, officers or other members of management of the Company as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers, in accordance with the BCBCA are required to disclose all such conflicts and are expected to govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

The following table (presented in accordance with Form 51-102F6V, as prescribed by NI 51-102), is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company's two most recently completed financial years. As the Company was incorporated in

October 2017, the disclosure below is for the period from incorporation on March 29, 2018 to December 31, 2018. For the purpose of this Prospectus, as of December 31, 2018, the Company had two "Named Executive Officers", namely Ian McDonald, CEO, and David Schmidt, former CFO.

Table of compensation excluding compensation securities							
Name and position [(3)]	**Period from incorpor-ation to December 30, 2018**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Ian McDonald, Director and Chief Executive Officer [(1)]	2018	Nil	Nil	Nil	Nil	Nil	Nil
David Schmidt, former Chief Financial Officer [(1)]	2018	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Jacobson, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
Shawn Smith, Director, Chief Financial Officer and Corporate Secretary	2018	Nil	Nil	Nil	Nil	Nil	Nil
William Morton, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil

The Company does not anticipate paying any compensation to its directors and officers during the 12 months following completion of the Listing Date other than the grant of Options or reimbursement of reasonable expenses incurred on behalf of the Company.

External Management Companies.

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company or its subsidiaries for the period from incorporation on March 29, 2018 to December 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

There were no compensation securities outstanding as at period ended December 31, 2018.

No other compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified during the period from incorporation on March 29, 2018 to December 31, 2018.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

No compensation securities were exercised by a director or NEO during the period from incorporation on March 29, 2018 to December 31, 2018.

During the three months ended December 31, 2018, the board of directors of the Company determined to approve the grant of 560,000 stock options on the Listing Date to directors and officers as further described at *"Options to Purchase Securities"* above.

Stock Option Plans and Other Incentive Plans

As the Company is recently incorporated, the Stock Option Plan was adopted by its then sole shareholder at the time of incorporation. The Company will submit the Stock Option Plan for ratification by its shareholders at its first annual general meeting of shareholders anticipated to be held on or before August 2019.

The purpose of the Stock Option Plan is to attract and motivate directors, officers and employees of and consultants to the Company and its subsidiaries and thereby advance the Company's interests by affording such persons with an opportunity to acquire an equity interest in the Company through the stock options. The principal terms of the Stock Option Plan are described above at *"Options to Purchase Securities"*.

The Stock Option Plan does not require shareholder approval until such time as the Company seeks to materially amend the Stock Option Plan, including the number of options available under it.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities to be granted or issued to each NEO or director by the Company or its subsidiaries as at the Listing Date, for services provided, directly or indirectly to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of Issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($) (1)**	**Closing price of security or underlying security at year ended September 30, 2018 ($) (2)**	**Expiry date**
Ian McDonald, President, CEO and Director	Options	170,000/ 30%	Listing Date	$0.14	$0.10	N/A	Five years following the Listing Date
William Morton, Director	Options	170,000/ 30%	Listing Date	$0.14	$0.10	N/A	Five years following the Listing Date
Shawn Smith CFO, Corporate Secretary and Director	Options	110,000/ 20%	Listing Date	$0.14	$0.10	N/A	Five years following the Listing Date
Jeff Jacobson, Director	Options	110,000/ 20%	Listing Date	$0.14	$0.10	N/A	Five years following the Listing Date

(1) Based upon the Offering Price.

(2) As of December 31, 2018, and as at the date of this Prospectus, the Shares are not listed for trading on any stock exchange.

The following table discloses the total amount of compensation securities to be held by the NEOs and directors as at the Listing Date. The Options to be granted as at the Listing Date will vest immediately.

Name and Position	Number and type of Compensation Securities
Ian McDonald, President, CEO and Director	170,000 Options
William Morton, Director	170,000 Options
Shawn Smith, CFO, Corporate Secretary and Director	110,000 Options
Jeff Jacobson, Director	110,000 Options

There are no restrictions or conditions currently in place for converting, exercising or exchanging the Options.

Employment, Consulting and Management Agreements

The Company does not have, nor does it anticipate entering into in the 12 months following the Listing Date, any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO’s responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

The objective of the Company’s compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company’s resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide pension or other benefits to the executive officers. The Company does not have pre-existing performance criteria or objectives. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by the Company on a subjective basis. The Company has not used any peer group to determine compensation for its directors and NEO.

The Board has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards. The Board has approved the Stock Option Plan pursuant to which the Board has granted stock options to executive officers. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term company performance. The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of shareholders.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

Securities Authorized for Issuance under Equity Compensation Plans at December 31, 2018

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price or outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans approved by securityholders	Nil	N/A	2,119,000
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	2,119,000

Management Contracts

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or any associate or affiliate of them was indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

The Company's audit committee (in this section, the "**Audit Committee**") has various responsibilities as set forth in NI 52-110. The Audit Committee over sees the accounting and financial reporting practices and procedures of the Company and the audits of the Company's financial statements. The principal responsibilities of the Audit Committee include: (i) overseeing the quality, integrity and appropriateness of the internal controls and accounting procedures of the

Company, including reviewing the Company’s procedures for internal control with the Company’s auditors and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company’s internal and external reporting processes, its annual and quarterly financial statements and related management discussion and analysis, and all other material continuous disclosure documents; (iii) establishing separate reviews with management and external auditors of significant changes in procedures or financial and accounting practices, difficulties encountered during auditing, and significant judgments made in management's preparation of financial statements; (iv) monitoring compliance with legal and regulatory requirements related to financial reporting; (v) reviewing and pre-approving the engagement of the auditor of the Company and independent audit fees; and (vi) assessing the Company’s accounting policies, and considering, approving, and monitoring significant changes in accounting principles and practices recommended by management and the auditor.

Audit Committee Charter

The full text of the charter of the Company’s Audit Committee is set in Appendix “A” attached hereto.

Composition of the Audit Committee

As noted above, the members of the Audit Committee are Ian McDonald, William Morton and Jeff Jacobson, of which William Morton and Jeff Jacobson are considered independent pursuant to NI 52-110. All members of the Audit Committee are considered to be financially literate.

A member of the audit committee is *independent* if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

A member of the audit committee is considered *financially literate* if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities; and an understanding of internal controls and procedures for financial reporting, are as follows:

Ian McDonald: Mr. McDonald holds a Bachelor of Science from Arizona State University and has served as a director of various listed companies on the TSX Venture Exchange and sat on the audit committee of Capstock Financial Ltd. (now Gespeg Copper Resources Inc.).

William Morton: Mr. Morton holds a B. Sc (Geology) from Carleton University and an M. Sc (Graduate Studies) from the University of British Columbia Mr. Morton as over 30 years of experience acting as a director and officer of public companies and currently serves as a CEO and director of a number of public companies, including Eastfield.

Jeff Jacobson: Mr. Jacobson holds a Bachelor of Arts from the University of British Columbia. Mr. Jacobson has experience with accounting issues and reviewing financial statements as a self-employed business owner.

Each of Mr. McDonald and Mr. Morton have experience in dealing with financial statements, accounting issues, internal controls and other matters relating to public companies as well as experience serving on the audit committee of a public company. Mr. Jacobson has not served on an audit committee of a public company previously but has experience dealing with and reviewing financial statements and accounting issues and will be assisted by the other members of the audit committee, as well as the Company's auditor.

Audit Committee Oversight

At no time since incorporation has the Audit Committee made any recommendations to the Board to nominate or compensate any external auditor

Reliance of Certain Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

At no time since incorporation has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services) (which exempts all non-audit services provided by the Company's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies on Certain Exemptions

Except as described in the audit committee charter reproduced above, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The Audit Committee has pre-approved the nature and amount of the services provided by DeVisser LLP, Chartered Accountants, to the Company to ensure auditor independence. Fees incurred for audit services since incorporation are outlined below:

Nature of Services	Fees Paid to Auditor in the period from incorporation on March 29, 2018 to September 30, 2018
Audit Fees (1)(5)	Nil
Audit Related Fees (2)	Nil
Tax Fees (3)	Nil
All other Fees (4)	Nil
Total	Nil

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

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

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

(4) "All Other Fees" includes all other non-audit services".

(5) Audit fees in the amount of $nil have been accrued as at September 30, 2018.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemptions provided for in Section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of certain of its reporting obligations under NI 52-110.

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee)* and 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company`s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore such guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

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

Composition of the Board

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board has four directors, two of which are considered to be independent. Mr. Morton and Mr. Jacobson are considered to be independent directors for the purposes of NI 58-101 and Mr. McDonald and Mr. Smith are not considered to be independent due to their relationships as senior officers.

The Board of the Company facilitates its exercise of supervision over Company's management through frequent meetings of the Board.

Mandate of the Board

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

Directorship

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction as of the date of this Prospectus:

Name of director	Other reporting issuer
Ian McDonald	GK Resources Ltd.
William Morton	Eastfield Resources Ltd. Lorraine Copper Corp. Boss Minerals Inc. Cariboo Rose Resources Ltd. Consolidated Woodjam Copper Corp. GK Resources Ltd.
Shawn Smith	Boss Minerals Inc. GK Resources Ltd.
Jeff Jacobsen	N/A

Position Descriptions

The Board has not developed written position descriptions for the chair or the chair of any board committees or for the CEO. Given the size of the Company's infrastructure and the existence of only a small number of officers, the Board does not feel that it is necessary at this time to formalize position descriptions in order to delineate their respective responsibilities.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. New directors also receive historical public information about the Company and the mandates of the committees of the Board. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, new directors are encouraged to visit and meet with management on a regular basis and to pursue continuing education opportunities where appropriate.

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. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest 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 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 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 will consider its size each year when it considers the number of directors to recommend to the shareholders of the Company for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. 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 of 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, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer’s performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director. The directors decide as a Board the compensation for the Company’s officers, based on industry standards and the Company’s financial situation.

Other Board Committees

The Board has no committees other than the Audit Committee as described above under the heading “*Audit Committee*”.

Assessments

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee member and Director.

PLAN OF DISTRIBUTION

The Offering

The Offering consists of a 5,500,000 Shares of the Company at a price of $0.10 per Shares for gross proceeds of $550,000.

Appointment of the Agent

Pursuant to the Agency Agreement, the Company appointed the Agent as its exclusive agent for the purposes of the Offering, and the Corporation, through the Agent, hereby offers for sale to the public under this Prospectus on a commercially reasonable efforts basis, the Share at a price of $0.10 per Share in the provinces of British Columbia, Alberta and Ontario. This Prospectus qualifies the distribution of the Share to the purchasers in the Offering Jurisdictions. The Agent reserve the right, at no additional cost to the Company, to offer selling group participation in the normal course of the brokerage business to selling groups or other licensed dealers and investment dealers, who may or may not be offered part of the Agent's Commission or Agent's Warrants derived from the Offering. The Agent is not obligated to purchase Share in connection with the Offering. The obligations of the Agent under this Offering may be terminated at any time in the Agent's discretion on the basis of its assessment of the state of the financial markets and may also be terminated upon the occurrence of certain other stated events.

The funds received from the Offering will be held by the Agent and will not be released until the Closing. The total subscription must be raised within 90 days of the date a receipt for the Prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected back to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent, unless an amendment to the Prospectus is filed and the Securities Commissions have issued a receipt for the amendment. If an amendment to the Prospectus is filed and the Securities Commissions have issued a receipt for the amendment, the distribution must cease within 90 days from the date of the receipt for the amendment to the Prospectus and in any event not later than 180 days from the receipt for the final prospectus.

Subscriptions will be received for Shares offered hereby subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, or in the event the Offering does not complete within the time required, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction. Completion of the Offering is subject to the sale of the full number of Shares comprising the Offering

At the closing, the Shares distributed under this Prospectus will be available for delivery in book-entry form or the non-certificated inventory system of CDS or, its nominee, and will be deposited with CDS on the closing of the Offering. Purchasers of Shares will receive only a customer confirmation from the Agent as to the number of Shares subscribed for. Certificates representing the Shares in registered and definitive form will be issued in certain limited circumstances.

Other than the offering expenses disclosed elsewhere in this Prospectus and payments to be made to the Agents as disclosed in this section, 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.

The directors, officers and other insiders of the Company may purchase Shares from the Offering.

The Agency Agreement provides that, upon the occurrence of certain events or at the discretion of the Agent on the basis of its assessment of the state of financial markets, the Agent may terminate the Offering and the obligations of purchasers to purchase the Shares will then cease.

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

Subject to the completion of the Offering, if, within 12 months of the Closing Date, the Company proposes to issue debt or equity securities by way of a brokered financing, the Company has granted to the Agent a right of first refusal to participate as a member of a syndicate of one or more investment dealers.

Agent's Compensation

Under the terms of the Agency Agreement, the Company has agreed to pay the Agent's Commission of 6.0% of the aggregate gross proceeds of the Offering, payable in cash. The Agent will also be paid a Corporate Finance Fee of $35,000 plus GST, of which the Company has advanced a non-refundable deposit of $20,000 plus GST. The Company has also agreed to reimburse the Agent for its reasonable expenses of which the Company has advanced $10,000 as a retainer.

The Company has also agreed to grant in aggregate to the Agent the Agent's Warrants on completion of the Offering entitling the Agent to purchase that number of Shares equal to 8.0% of the number of Shares sold pursuant to this Offering exercisable at a price of $0.10 per Share for a period of 24 months from the Closing Date.

This Prospectus qualifies the distribution of the Agent's Warrant to the Agent.

Listing Application

The Company has applied to list the securities distributed under this prospectus on the Exchange. Listing of the Shares has been conditional approved by the Exchange, subject to the fulfillment by the Company of all the listing requirements of the Exchange.

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, a U.S. marketplace or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Determination of Price

The price of the Units and the commission payable to the Agent was established through negotiation between the Company and the Agent.

Distributions in the United States

The securities offered under this Prospectus have not been and will not be registered under the U.S. Securities Act or the securities laws of any state. Such securities may not be offered or sold or otherwise transferred or disposed of within the United States or to, or for the account or benefic of, any "U.S. Person" (as such term is defined in Regulation S under the U.S. Securities Act) without registration unless an exemption from registration is available.

RISK FACTORS

The securities offered hereunder must be considered highly speculative due to the nature of the Company's business. Prospective investors should carefully consider the information presented in this Prospectus before purchasing the Units offered under this Prospectus, and in particular should give special consideration to the risk factors below and in the section entitled *"Forward-Looking Statements"* above.

The risk and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of the Shares to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer insignificantly. As a result of these factors, this Offering is only suitable to investors who are willing to rely solely on management of the Company and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Units. In addition to the risks described elsewhere and the other information in this Prospectus, prospective investors should carefully consider each of, and the cumulative effect of all of, the following risk factors:

Risk Related to the Offering

Discretion in the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth under "*Use of Proceeds*"; however, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading "*Use of Proceeds*" if management of the Company believes it would be in the Company's best interest to do so and in ways that a purchaser may not consider desirable. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company's bank account or invested at the discretion of the Board of Directors. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's results of operations may suffer, which could adversely affect the price of the Shares.

Additional Financing

The exploration and development of the Indata Project will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations.

Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets decreases, then potential revenues from the Indata Project will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Indata Project. The Company will require additional financing to fund its operations until positive cash flow is achieved. See "*Risk Factors – Negative Cash Flow from Operations*".

No Current Market for Shares

The Company has applied to list the Shares on the Exchange. However, there is currently no market through which the Shares may be sold. The purchasers may not be able to resell the 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.

Volatility of Stock Markets

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares to sell their securities at an advantageous price. Market price fluctuations in the Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Shares.

Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

Before this Offering, there had been no public market for the Company's Shares. An active public market for the Shares might not develop or be sustained after the Offering. The Offering Price of the Shares has been determined by negotiation between the Company and the Agent, and this price will not necessarily reflect the prevailing market price of the Shares following this Offering. 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 initial public offering price.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Shares will be issued by the Company on the exercise of options under the Stock Option Plan and upon the exercise of outstanding warrants.

The following table sets out the immediate dilution to purchasers of Shares under this Prospectus assuming completion of the Offering.

Dilution	**Expressed in Dollars per Share**	**Expressed as a Percentage of Subscription Price**
Offering	$0.05892	59%

Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from the sale of securities prior to filing this Prospectus, relative to the price of the Offering, and does not assume the exercise of any stock options or the Agent's Warrants.

It is likely that the Company will enter into more agreements to issue Shares and warrants and options to purchase Shares. The impact of the issuance of a significant amount of Shares from these warrant and option exercises could place downward pressure on the market price of the Shares.

Ability of Company to Continue as a Going Concern

The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Negative Cash Flow from Operations

During the period ended September 30, 2018, the Company had negative cash flows from operating activities and expects to continue to have negative cash flows and the net proceeds from the Offering will be used to fund such negative cash flow from operating activities. The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

Dividends

The Company does not anticipate paying any dividends on the Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant. As a result, investors may not receive any return on an investment in the Units unless they sell their shares of the Company for a price greater than that which such investors paid for them.

Risks Related to the Business of the Company

Mineral exploration is speculative and uncertain and involves a high degree of risk

The exploration for, and development of, mineral deposits involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. 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, although 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 that are beyond the control of the Company and that 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 on investment capital.

All of the properties in which the Company has an interest are without any mineral reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

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

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Dependence on the Indata Project

The Company will be an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Indata Project, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Indata Project will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Indata Project will be brought into commercial production. Failure to do so will have a material adverse impact on the Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond the Company's control.

Title to Mineral Properties

While the Company has performed its own due diligence with respect to the validity of the mineral claims comprising the Indata Project, this should not be construed as a guarantee of title. There is no assurance that applicable governmental bodies will not revoke or significantly alter the conditions of the applicable claims that are included in the Indata Project or that such claims will not be challenged or impugned by third parties.

The Indata Project may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Indata Project and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Indata Project or the size of the area to which such claims and interests pertain.

Uncertainties about the resolution of aboriginal rights in British Columbia may affect the Company.

On June 26, 2014, the Supreme Court of Canada (the "**SCC**") released a decision in *Tsilhqot'in Nation v. British Columbia* (the "**William Decision**"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal tile holders their preferred means of exercising their rights. The Company currently does not hold any properties in the area involved in the William Decision. The Company will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Province of British Columbia and First Nations regarding the application of this ruling. Therefore, risks and uncertainties remain consistent with those referenced herein.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Indata Project. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Indata Project will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Mineral Resources and Reserves

There is no NI 43-101 compliant mineral resource or mineral reserve on the Indata Project. There can be no assurances that an NI 43-101 compliant resource or reserve will ever be estimated on the Indata Project

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Fluctuating Price of Metals

Future production, if any, from the Company's mineral properties will be dependent upon the prices of gold, copper and other metals being adequate to make these properties economic. Materially adverse fluctuations in the price of such minerals and metals may adversely affect the Company's financial performance and results of operations. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Issuer, including levels of supply and demand, industrial development levels, inflation and the level of interest rates, the strength of the U.S. dollar and geopolitical events in significant mineral producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from streams, royalties or interests in mineral properties applicable to the relevant commodities. There is no assurance that, even if commercial quantities of cobalt are produced, a profitable market will exist for them.

Competitive Risks

The mineral resource industry is competitive in all of its phases. The Company competes with other companies, some of which have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company competes with other exploration and mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the Company can compete effectively with these companies.

Government and Regulatory Risks

The Company's subject to various laws governing exploration, taxes, labour standards and occupational health, safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could limit or curtail the Company's activities.

Amendments to current laws, regulations and permits governing activities of exploration and mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses or require abandonment or delays in activities.

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

Environmental Risks

All phases of the Company's operations with respect to the Indata Project will be subject to environmental regulation in Canada. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Indata Project which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

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

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

License and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Indata Project. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

Uninsured risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Limited Operating History and Lack of Profits

The Company is an early-stage exploration company with a limited operating history. The likelihood of success of the Company's business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which the Company operates.

The Company has no history of earnings and has not commenced commercial production on any of its properties. The Company has experienced losses from operations and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with advancing exploration, and, if permitted, development and, potentially, commercial production of its properties, are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties, government regulatory processes and other factors, many of which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

Reliance on Personnel

If the Company is not successful in attracting and retaining highly qualified personnel, the Company may not be able to successfully implement its business strategy.

The Company will dependent on a number of key management personnel, including the services of certain key employees. The Company's ability to manage its exploration, appraisal and potential development and mining activities will depend in large part on the ability to retain current personnel and attract and retain new personnel, including management, technical and a skilled workforce. The loss of the services of one or more key management personnel could have a material adverse effect on the Company's ability to manage and expand the business

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations.

Adverse capital market conditions could continue to affect the Company's ability to meet its liquidity needs, as well as its access to capital and cost of capital. The Company needs additional funding to continue development of its internal pipeline and collaborations. The Company's results of operations, financial condition, cash flows and capital position could be materially affected by continued disruptions in the capital markets.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including resources companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

PROMOTERS

Except as disclosed below, the Company has no promoters other than its directors and officers. See "*Directors and Officers*" for information concerning the number of Shares held by the directors and officers and their experience. No assets have been acquired or are to be acquired by the Company from the directors and officers. Other than as described in this Prospectus, no promoter of the Company has received or will receive anything of value, including money, property, contracts, options or rights of any kind from the Company in respect of acting as a promoter of the Company. Please see "*Executive Compensation*" for additional information concerning compensation paid to directors and to Named Executive Officers.

Mr. Ian McDonald is and Mr. David Schmidt was considered to be a Promoter within the meaning of the *Securities Act* (British Columbia) for their roles in substantially founding and organizing the Company. The Company has not acquired any assets from or entered into contractual relations with either of Mr. McDonald or Mr. Schmidt, except for subscription agreements for Shares entered into with the Company or in relation to reimbursement of expenses.

Mr. McDonald has acquired 2,666,666 Shares pursuant to subscription agreements, of which 150,000 Shares were acquired at a price of $0.05 per Share and 2,516,666 units were acquired at a price of $0.02 per unit, which Shares, prior to the exercise of any warrants or options held by Mr. McDonald, represent 16.49% of the issued and outstanding Shares as at the date of this Prospectus. Mr. McDonald will also be granted options to acquire 170,000 Shares of the Company pursuant to the Stock Option Plan and has been issued warrants to acquire a further 2,516,666 Shares of the Company.

Mr. Schmidt acquired 2,316,667 Shares pursuant to subscription agreements, of which 150,000 Shares were acquired at a price of $0.05 per Share and 2,166,667 units were acquired at a price of

$0.02 per unit. Mr. Schmidt resigned as a director and officer of the Company on January 10, 2019 and had, as of the date of this Prospectus, disposed of all securities held by him.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings that the Company is or was a party to, or to its knowledge that any of its property interests is or was the subject of, and no such legal proceedings are known by the Company to be contemplated.

Regulatory Actions

There are no penalties or sanctions imposed against the Company by a court or a regulatory authority and the Company has not entered into any settlement agreements before a court or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers hold Shares, warrants and will be granted options to purchase Shares. See "*Directors, Officers and Promoters*", "*Options to Purchase Securities*" and "*Executive Compensation"*. Save and except for their interest in the subscription for treasury shares and as disclosed in "*Executive Compensation*", the directors, officers and principal shareholders of the Company, or any associate or affiliate of the foregoing, have had no material interest, direct or indirect, in any transactions in which the Company has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will material affect the Company.

Certain officers and directors of the Company are also officers and directors of other exploration companies. See *"Risk Factors – Conflicts of Interest"*

The Company entered into the Option Agreement with Eastfield on June 20, 2018. To date the Company has acquired no interest in the Indata Project other than the Option, which has yet to be exercised. The Company paid $20,000 in cash to Eastfield upon the execution of the Option Agreement and has made and has not yet been obligated to pay any further payments under the Option Agreement. William Morton, who is the President and CEO of Eastfield, joined the board of directors of the Company on January 10, 2019, being almost seven months after the negotiation and execution of the Option Agreement. See *"Description of the Business – Three Year History"*.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Company is not a related or connected party (as such terms are defined in National Instrument 33- 105 *Underwriting Conflict*s) to the Agent.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company is DeVisser Gray LLP, Chartered Accountants, Suite 401-902 West Pender Street, Vancouver British Columbia V6C 1l6. The registrar and transfer agent of the Shares of the Company and the Warrant Agent in respect of the Warrants is Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Company or its affiliates entered into since its incorporation:

(a) Option Agreement dated June 20, 2018 between the Company and Eastfield and related amendment thereto dated May 7, 2019. See "*Description of the Business – Three Year History*".

(b) Escrow Agreement dated January 18, 2019, as amended April 8, 2019 among the Company, the Escrow Agent and certain shareholders of the Company. See "*Escrowed Securities*".

(c) Agency Agreement dated May 10, 2019 among the Company and the Agent. See "*Plan of Distribution*".

The material contracts described above as available on SEDAR under the Company's profile and may also be inspected at the offices of Armstrong Simpson, Suite 2080, 777 Hornby Street, Vancouver, British Columbia during normal business hours during the period of the primary distribution of the Shares being distributed under this prospectus and for a period of thirty days thereafter.

EXPERTS

Experts

The following persons or companies whose profession or business gives authority to a statement made by the person or company are named in the Prospectus as having prepared or certified a part of that document, report, statement or opinion described in the Prospectus:

(1) The information in this Prospectus under the headings "*Summary of Prospectus – Eligibility for Investment*" and "*Eligibility for Investment*" has been included in reliance of the opinion of S. Paul Simpson Law Corporation, counsel to the Company;

(2) The audited financial statements of the Company included with this Prospectus have been subject to audit by DeVisser Gray LLP, and their audit report is included therein; and

(3) The information in this Prospectus at "*Mineral Properties*" has been derived from the Indata Report, the author of which is Bruce L. Laird, P. Eng.

Based on information provided by the relevant persons in paragraphs 1, 2 and 3 above, none of such persons or companies have received or will receive direct or indirect interests in the assets of the Company or have any beneficial ownership, direct or indirect, of securities of the Company.

DeVisser Gray LLP, the Company's auditors, report that they are independent of the Company in accordance with the Professional Rules of Conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Company and securities being distributed.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario 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, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, or 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. A 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 adviser.

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101, "General Prospectus Requirements", regarding this Prospectus or the distribution of its securities under this Prospectus.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by S. Paul Simson Law Corporation, on behalf of the Company, and by DuMoulin Black LLP, on behalf of the Agent. As at the date hereof, the partners and associates of S. Paul Simpson Law Corporation, as a group, and the partners and associates of DuMoulin Black LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Shares of the Company.

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the audited financial statements of the Company for the period from incorporation on March 29, 2018 until September 30, 2018 and the unaudited financial statements of the Company for the three months ended December 31, 2018.

SIGNIFICANT ACQUISITIONS

The Company has not completed any significant acquisitions since incorporation.

Prophecy Potash Corp.

Financial Statements
For the period from inception on March 29, 2018 to September 30, 2018
(Expressed in Canadian Dollars)

DeVISSERGRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

401-905 West Pender St
Vancouver BC V6C 1L6
t 604.687.5447
f 604.687.6737

INDEPENDENT AUDITOR'S REPORT

To the Directors of Prophecy Potash Corp.,

We have audited the accompanying financial statements of Prophecy Potash Corp. which comprise the statement of financial position as at September 30, 2018 and the statements of comprehensive loss, cash flows and changes in shareholders' equity for the period from inception on March 29, 2018 to September 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards 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.

Auditor's 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 whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's file 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 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 Prophecy Potash Corp. as at September 30, 2018 and its financial performance and its cash flows for the period from inception on March 29, 2018 to September 30, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
May 10, 2019

PROPHECY POTASH CORP.
Statement of Financial Position
(Expressed in Canadian Dollars)

		As at September 30, 2018
ASSETS		
Current		
Cash	$	288,882
Non-Current		
Exploration and evaluation asset (Note 3)		20,000
TOTAL ASSETS	$	308,882
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$	19,715
SHAREHOLDERS' EQUITY		
Share capital (Note 4)		808,670
Deficit		(519,503)
		289,167
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	308,882

Nature of operations (Note 1)
Event after the reporting period (Note 8)

These financial statements are authorized for issuance by the Board of Directors on May 10, 2019.

On behalf of the Board of Directors:

"Shawn Smith"	"Ian McDonald"
Director	Director

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

PROPHECY POTASH CORP.
Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

		For the period from inception on March 29, 2018 to September 30, 2018
Expenses		
Bank charges	$	308
Computer-related expenses		184
Meals and entertainment		109
Professional fees		49,728
Share-based compensation (note 4)		468,480
Travel expenses		694
		519,503
Loss and comprehensive loss for the period	$	(519,503)
Basic and diluted loss per share	$	(0.06)
Weighted average number of common shares outstanding		8,521,469

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

PROPHECY POTASH CORP.
Statement of Cash Flows
(Expressed in Canadian Dollars)

		For the period from inception on March 29, 2018 to September 30, 2018
Cash flows used in operating activities		
Net loss for the period	$	(519,503)
Adjustment for non-cash item:		
Share-based compensation		468,480
Changes in non-cash working capital item:		
Accounts payable and accrued liabilities		19,715
		(31,308)
Cash flows from investing activity		
Exploration and evaluation asset		(20,000)
Cash flows from financing activity		
Proceeds from shares issued		340,190
Net increase in cash		288,882
Cash, beginning of the period		-
Cash, end of the period	$	288,882

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

PROPHECY POTASH CORP.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares Issued	Share Capital	Deficit	Total Shareholders' Equity
Balance at March 29, 2018	**-**	**$ -**	**$ -**	**$ -**
Issuance of incorporation share	1	1	-	1
Repurchase and cancellation of incorporation share	(1)	(1)	-	(1)
Proceeds from shares issued	16,173,399	808,670	-	808,670
Net loss for the period	-	-	(519,503)	(519,503)
Balance at September 30, 2018	**16,173,399**	**$ 808,670**	**$ (519,503)**	**$ 289,167**

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

1. NATURE OF OPERATIONS

Prophecy Potash Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on March 29, 2018. The Company is a mineral property exploration company that is in the process of completing an IPO, subsequent to which it intends to list its shares for trading on the Canadian Securities Exchange ("CSE"). Specifically the Company intends to file a prospectus to qualify the offering, to the public in the provinces of British Columbia, Alberta and Ontario, of up to 5,500,000 common shares at a price of $0.10 per share, for maximum gross proceeds of $550,000. Refer to Notes 4 and 8.

The Company has an option agreement to earn an interest in a mineral property located near Fort St. James, British Columbia (Note 3) and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts from the property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

The Company's head office, principal address and registered and records office is located at 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, Canada, V6E 4N7.

The Company's ongoing operations are ultimately dependent upon the success of its business activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations. Management expects to finance operating costs over the next twelve months with public and private financing endeavors.

The Company has no source of operating revenue, has incurred a loss since inception and as at September 30, 2018 has a deficit of $519,503. Its continued existence will be dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Statement of compliance

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

Basis of presentation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Financial instruments

Financial assets
The Company classifies its financial assets into one of the following categories as follows:

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Fair value through profit or loss **-** This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash as fair value through profit or loss.

Loans and receivables **-** These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized as a profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities
The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities: This category consists of liabilities carried at amortized cost using the effective interest method, and includes accrued liabilities and due to related party.

As at September 30, 2018, the Company does not have any derivative financial assets and liabilities.

Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:
Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Share capital

Common shares are classified as equity and measured at the fair value of consideration received or services rendered. Cash consideration received for common shares issued to non-related parties is considered to be the most accurate reflection of fair value; concurrent issuances to related parties at lower prices would accordingly be considered to reflect a component of non-monetary compensation. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Accounting standards and amendments not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended September 30, 2018 and have not been applied in preparing these financial statements:

IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. Management does not anticipate this standard having a material effect on the Company’s financial statements.

3. EXPLORATION AND EVALUTION ASSET

Indata Property, British Columbia, Canada

The Company has entered into an agreement with Eastfield Resources Ltd. (“Eastfield”) whereby it obtained the option to acquire an undivided 60% interest in Eastfield’s 91.2% - owned Indata copper-gold property (“Indata Property”) located 120 kilometres northwest of the community of Fort St. James, British Columbia. The Indata Property comprises 16 mineral claims totaling 3,189 hectares. The residual 8.8% interest in the Indata Property is held by Imperial Metals Corporation. Eastfield and the Company have a director in common.

To earn the 60% interest, the Company is required to complete $2,000,000 in exploration work, make cash payments of $250,000 ($20,000 paid) and issue common shares at an aggregate value of $150,000 over a 5 year term. A minimum $75,000 exploration program is required to be completed in the first year.

4. SHARE CAPITAL

Authorized Share Capital

Unlimited number of common shares without par value.

Issued Shares

On June 25, 2018, the Company issued, by private placement, 5,574,000 common shares at a price of $0.005 per share for gross proceeds of $27,870. Of these shares initially issued, 5,016,600 were subsequently returned to treasury for nil consideration in April 2019. The Company considers that the fairest presentation of the economic substance of this transaction is to record the resultant private placement on a retrospective basis. Therefore for accounting purposes the Company is considered to have issued 557,400 common shares at $0.05 per share on June 25, 2018.

On June 25, 2018 the Company completed an additional non-brokered private placement, issuing 15,615,999 Units, at $0.02 per Unit, for gross proceeds of $312,320. Each Unit consists of one common share and one share purchase warrant. Each warrant can be exercised to acquire one common share of the Company for $0.05 for a period of two years. The Company recognized a charge for stock-based compensation of $468,480 in respect to the fair value of the shares issued, based on the June 25, 2018 issuance described immediately above at $0.05 per share, exclusive of the cash proceeds received. No consideration was ascribed to the warrant portion of the Units issued.

Subsequent to September 30, 2018, the Company appointed an agent to offer, for sale to the public pursuant to a prospectus, up to 5,500,000 common shares at a price of $0.10 per common share, for maximum gross proceeds of $550,000 (the "Offering"). The agent engaged in connection with the Offering of the common shares will be paid a commission of 6% of the gross proceeds. In addition, the Company will pay the agent a Corporate Finance Fee of $35,000 plus GST ($20,000 plus GST deposit paid) and will reimburse the agent for its expenses incurred pursuant to the Offering ($10,000 retainer paid). On January 21, 2019 the Company filed an initial Preliminary Prospectus in connection with the Offering.

Refer also to Note 8.

Escrowed Shares

It is expected that immediately prior to listing on the CSE, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company will be completed resulting in 7,519,999 common shares (the "Escrowed Shares"), representing 46.50% of the issued and outstanding common shares prior to the completion of the Offering, being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares will be released from escrow on the Listing Date (the "Initial Release") and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. These Escrowed Shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

Stock Option Plan

The Company determined a total of 560,000 share purchase options will be granted to the directors and officers on the date upon which the Company becomes listed on the CSE. These options will be exercisable for a price of $0.14 for a period of five years from the date the Company becomes listed on the CSE.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL - (continued)

Warrants

The continuity of share purchase warrants for the period ended September 30, 2018 is as follows:

	Outstanding Warrants	Weighted Average Exercise Price
Balance, March 29, 2018, date of inception	-	$ -
Granted	15,615,999	0.05
Balance, September 30, 2018	15,615,999	$ 0.05

On completion of the Offering, the Company will also grant to its agent warrants to acquire up to 8% of the common shares issued under the Offering at a price of $0.10 per share for a period of 24 months from the closing date of the Offering, being up to 440,000 common shares.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - (continued)

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

6. CAPITAL DISCLOSURES AND MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its projects. The Company is not subject to any externally imposed capital requirements.

The Company manages its 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 issue new equity if available on favourable terms, enter into joint venture arrangements, borrow, acquire or dispose of assets.

7. INCOME TAXES

The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is as follows:

		September 30, 2018
Loss before income taxes	$	(519,500)
Total expected income tax recovery at statutory rates		(140,300)
Net effect of non-deductible amounts		126,500
Unrecognized benefit of income tax losses		13,800
Actual income tax recovery	$	-

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements. The non-capital loss carry-forwards expire according to the following schedule:

		Non-capital Losses
2038	$	13,800

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company can't utilize such deferred tax assets.

8. OTHER EVENTS AFTER THE REPORTING PERIOD

- In connection with its proposed Offering, the Company filed a prospectus in the Provinces of Alberta, British Columbia and Ontario on May 10, 2019.

8. OTHER EVENTS AFTER THE REPORTING PERIOD - (continued)

- One of the Company's directors, David Schmidt, resigned and another director, William Morton, was appointed to the Company's board on January 10, 2019. In addition, Shawn Smith, who has served the Company as a director since September 21, 2018, was appointed as the Company's Chief Financial Officer and Corporate Secretary on January 10, 2019.

Prophecy Potash Corp.

Condensed Interim Financial Statements
For the three months ended December 31, 2018
(Expressed in Canadian Dollars)

Page

Financial Statements

PROPHECY POTASH CORP.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2018	As at September 30, 2018
	$	$
ASSETS		
Current		
Cash	214,565	288,882
Non-Current		
Exploration and evaluation asset (Note 3)	49,922	20,000
TOTAL ASSETS	264,487	308,882
LIABILITIES		
Current		
Accounts payable and accrued liabilities	7,987	19,715
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	808,670	808,670
Deficit	(552,170)	(519,503)
	256,500	289,167
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	264,487	308,882

Nature of operations (Note 1)

These financial statements are authorized for issuance by the Board of Directors on May 10, 2019.

On behalf of the Board of Directors:

"Shawn Smith"	"Ian McDonald"
Director	Director

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

PROPHECY POTASH CORP.
Condensed Interim Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

	For the three months ended December 31, 2018
	$
Expenses	
Bank charges	164
Professional fees	16,288
Regulatory and filing	16,215
	(32,667)
Loss and comprehensive loss for the period	(32,667)
Basic and diluted loss per share	(0.00)
Weighted average number of common shares outstanding	11,053,762

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

PROPHECY POTASH CORP.
Condensed Interim Statement of Cash Flows
(Expressed in Canadian Dollars)

	For the three months ended December 31, 2018
	$
Cash flows used in operating activities	
Net loss for the period	(32,667)
Changes in non-cash working capital item:	
Accounts payable and accrued liabilities	(11,728)
	(44,395)
Cash flows used in investing activity	
Exploration and evaluation asset	(29,922)
Net decrease in cash	(74,317)
Cash, beginning of the period	288,882
Cash, end of the period	214,565

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

PROPHECY POTASH CORP.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Shares Issued	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Balance at March 29, 2018	**-**	**-**	**-**	**-**
Issuance of incorporation share	1	1	-	1
Repurchase and cancellation of incorporation share	(1)	(1)	-	(1)
Proceeds from shares issued	16,173,399	808,670	-	808,670
Net loss for the period	-	-	(519,503)	(519,503)
Balance at September 30, 2018	**16,173,399**	**$ 808,670**	**$ (519,503)**	**$ 289,167**

	Number of Shares Issued	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Balance at September 30, 2018	**16,173,399**	**808,670**	**(519,503)**	**289,167**
Net loss for the period	-	-	(32,667)	(32,667)
Balance at December 31, 2018	**16,173,399**	**808,670**	**(552,170)**	**256,500**

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

1. NATURE OF OPERATIONS

Prophecy Potash Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on March 29, 2018. The Company is a mineral property exploration company that is in the process of completing an IPO, subsequent to which it intends to list its shares for trading on the Canadian Securities Exchange ("CSE"). Specifically the Company intends to file a prospectus to qualify the offering to the public, in the provinces of British Columbia, Alberta and Ontario, of up to 5,500,000 common shares at a price of $0.10 per share, for maximum gross proceeds of $550,000. Refer to Note 4.

The Company has an option agreement to earn an interest in a mineral property located near Fort St. James, British Columbia (Note 3) and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts from the property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement, and ultimately the development of the property to future profitable production or the realization of proceeds from its sale.

The Company's head office, principal address and registered and records office is located at 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, Canada, V6E 4N7.

The Company's ongoing operations are ultimately dependent upon the success of its business activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations. Management expects to finance operating costs over the next twelve months with public and private financing endeavors.

The Company has no source of operating revenue, has incurred net losses since inception and as at December 31, 2018 has a deficit of $552,170. Its continued existence will be dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Statement of compliance with International Financial Reporting Standards

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not necessarily include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of May 10, 2019, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the period ended September 30, 2018, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending September 30, 2019 could result in restatement of these unaudited condensed consolidated interim financial statements.

Basis of presentation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Basis of presentation - (continued)

Comparative figures for the statements of comprehensive loss and cash flows are not provided because the Company was not incorporated until subsequent to the end of the comparative period.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Financial instruments

Financial assets

IFRS 9 *Financial Instruments* ("IFRS 9") requires financial assets to be classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

IFRS 9 provides a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are required to be recognized when financial instruments are initially recognized and the amount of expected credit losses recognized are required to be updated at each reporting date to reflect changes in the credit risk of the financial instruments.

Financial liabilities

On initial recognition, IFRS 9 requires financial liabilities to be classified as subsequently measured at amortized cost except for when one of the specified exceptions applies. In cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to an entity's own credit risk is recorded in other comprehensive income rather than the statement of loss, unless this creates an accounting mismatch.

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Income taxes - (continued)

Deferred income tax:
Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Share capital

Common shares are classified as equity and measured at the fair value of consideration received or services rendered. Cash consideration received for common shares issued to non-related parties is considered to be the most accurate reflection of fair value; concurrent issuances to related parties at lower prices would accordingly be considered to reflect a component of non-monetary compensation. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Accounting standards and amendments not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended December 31, 2018 and have not been applied in preparing these financial statements:

IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. Management does not anticipate this standard having a material effect on the Company’s financial statements.

3. EXPLORATION AND EVALUTION ASSET

Indata Property, British Columbia, Canada

The Company has entered into an agreement with Eastfield Resources Ltd. (“Eastfield”) whereby it obtained the option to acquire an undivided 60% interest in Eastfield’s 91.2% - owned Indata copper-gold property (“Indata Property”) located 120 kilometres northwest of the community of Fort St. James, British Columbia. The Indata Property comprises 16 mineral claims totaling 3,189 hectares. The residual 8.8% interest in the Indata Property is

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUTION ASSET - (continued)

Indata Property, British Columbia, Canada - (continued)

held by Imperial Metals Corporation. Eastfield and the Company have a director in common.

To earn the 60% interest, the Company is required to complete $2,000,000 in exploration work, make cash payments of $250,000 ($20,000 paid) and issue common shares at an aggregate value of $150,000 over a 5 year term. A minimum $75,000 exploration program is required to be completed in the first year.

	Indata Property
	$
Balance at March 29, 2018 (date of incorporation)	**-**
Acquisition costs	20,000
Geological	-
Balance at September 30, 2018	**20,000**
Geological	29,922
Balance at December 31, 2018	**49,922**

4. SHARE CAPITAL

Authorized Share Capital

Unlimited number of common shares without par value.

Issued Shares

On June 25, 2018, the Company issued, by private placement, 5,574,000 common shares at a price of $0.005 per share for gross proceeds of $27,870. Of these shares initially issued, 5,016,600 were subsequently returned to treasury for nil consideration in April 2019. The Company considers that the fairest presentation of the economic substance of this transaction is to record the resultant private placement on a retrospective basis. Therefore for accounting purposes the Company is considered to have issued 557,400 common shares at $0.05 per share on June 25, 2018.

On June 25, 2018 the Company completed an additional non-brokered private placement, issuing 15,615,999 Units, at $0.02 per Unit, for gross proceeds of $312,320. Each Unit consists of one common share and one share purchase warrant. Each warrant can be exercised to acquire one common share of the Company for $0.05 for a period of two years. The Company recognized a charge for stock-based compensation of $468,480 in respect to the fair value of the shares issued, based on the June 25, 2018 issuance described immediately above at $0.05 per share, exclusive of the cash proceeds received. No consideration was ascribed to the warrant portion of the Units issued.

During the period ended December 31, 2018, the Company appointed an agent to offer, for sale to the public pursuant to a prospectus, up to 5,500,000 common shares at a price of $0.10 per common share, for maximum gross proceeds of $550,000 (the “Offering”). The agent engaged in connection with the Offering of the common shares will be paid a commission of 6% of the gross proceeds. In addition, the Company will pay the agent a Corporate Finance Fee of $35,000 plus GST ($20,000 plus GST deposit paid) and will reimburse the agent for its expenses incurred pursuant to the Offering ($10,000 retainer paid).

On January 21, 2019 the Company filed an initial Preliminary Prospectus in connection with the Offering.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL - (continued)

Escrowed Shares

It is expected that immediately prior to listing on the CSE, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company will be completed resulting in 7,519,999 common shares (the "Escrowed Shares"), representing 46.50% of the issued and outstanding common shares prior to the completion of the Offering, being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares will be released from escrow on the Listing Date (the "Initial Release") and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. These Escrowed Shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

Stock Option Plan

The Company determined a total of 560,000 share purchase options will be granted to the directors and officers on the date upon which the Company becomes listed on the CSE. These options will be exercisable for a price of $0.14 for a period of five years from the date the Company becomes listed on the CSE.

Warrants

The continuity of share purchase warrants for the period ended December 31, 2018 is as follows:

	Outstanding Warrants	Weighted Average Exercise Price
		$
Balance, March 29, 2018, date of inception	-	-
Granted	15,615,999	0.05
Balance, September 30, 2018	15,615,999	0.05
Balance, December 31, 2018	15,615,999	0.05

On completion of the Offering, the Company will also grant to its agent warrants to acquire up to 8% of the common shares issued under the Offering at a price of $0.10 per share for a period of 24 months from the closing date of the Offering, being up to 440,000 common shares.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - (continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

6. CAPITAL DISCLOSURES AND MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its projects. The Company is not subject to any externally imposed capital requirements.

The Company manages its 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 issue new equity if available on favourable terms, enter into joint venture arrangements, borrow, acquire or dispose of assets.

APPENDIX "A"

AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

4.0 Duties and Responsibilities

4.1 The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

(a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;

(b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;

(c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;

(d) review and discuss with management and the auditors the Company's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;

(e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;

(f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;

(g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;

(h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;

(i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;

(j) oversee and annually review the Company's Code of Business Conduct and Ethics;

(k) approve material contracts where the Board of Directors determines that it has a conflict;

(l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;

(m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;

(n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;

(o) review and monitor all related party transactions which may be entered into by the Company; and

(p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

CERTIFICATE OF THE COMPANY

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

May 10, 2019
Vancouver, British Columbia

(Signed) *"Ian McDonald"*
Chief Executive Officer
Prophecy Potash Corp.

(Signed) "*Shawn Smith*"
Chief Financial Officer
Prophecy Potash Corp.

On behalf of the Board of Directors

(Signed) *"Jeff Jacobson*"
Director
Prophecy Potash Corp.

(Signed) "*William Morton"*
Director
Prophecy Potash Corp.

CERTIFICATE OF THE PROMOTERS

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

May 10, 2019
Vancouver, British Columbia

(Signed) *"Ian McDonald"*
Ian McDonald

CERTIFICATE OF THE AGENT

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

May 10, 2019
Vancouver, British Columbia

PI FINANCIAL CORP.

"*Tim Graham*"
Director, Investment Banking