

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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons authorized to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state laws or an exemption from such registration is available. See "Plan of Distribution" below.

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

May 31, 2019

VOLATUS CAPITAL CORP. (the "Issuer")

Type of Securities	OFFERING	
	Number of Securities	Price per Security
Common Shares	3,500,000	\$0.10

This prospectus (the "Prospectus") qualifies the distribution (the "Offering") in the provinces of British Columbia and Alberta, through Haywood Securities Inc. (the "Agent"), of 3,500,000 common shares without par value (the "Common Shares") in the capital of the Issuer at a price of \$0.10 per Common Share (the "Offering Price") for aggregate gross proceeds of \$350,000. See "Description of Securities Distributed" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

The Common Shares are being offered pursuant to an agency agreement (the "Agency Agreement") dated , 2019, between the Issuer and the Agent.

	Price to Public	Agent's Discount or Commission ⁽¹⁾	Proceeds to Issuer ⁽²⁾⁽³⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Total Offering ⁽⁴⁾	\$350,000	\$35,000	\$315,000

Notes:

(1) Pursuant to the terms and conditions of the Agency Agreement between the Issuer and the Agent, the Issuer has agreed to pay the Agent upon closing of the Offering (the "Closing"), a cash commission (the "Agent's Commission") equal to 10% of the gross proceeds realized from the sale of the Common Shares under the Offering. In addition, the Agent will also receive that number of compensation options (the "Compensation Options") equal to 10% of the aggregate number of Common Shares issued in the Offering, which will entitle the Agent to purchase one Common Share at a price that is equal to the Offering Price for a period of 24 months from the Closing. The Issuer has further agreed to pay the Agent a corporate finance fee (the "Corporate Finance Fee") of \$40,000, of which \$30,000 will be payable in cash and \$10,000 in Common Shares (the "Corporate Finance Fee Shares"). Each Corporate Finance Fee Share will have a deemed price equal to the Offering Price. This Prospectus also qualifies for distribution of the Compensation Options and the Corporate Finance Fee Shares.

(2) Before deducting expenses of the Offering, to be borne by the Issuer, estimated to be \$80,000.

(3) The Issuer has granted to the Agent an over-allotment option (the "Over-Allotment Option") exercisable, in whole or in part in the sole discretion of the Agent, up to 48 hours prior to Closing, to sell additional Common Shares equal to 15% of the Common Shares issued pursuant to this Offering. If the Over-Allotment Option is exercised by the Agent, the Issuer will issue up to 525,000 additional Common Shares (each an "Over-Allotment Share") for a purchase

price equal to the Offering Price. This table excludes any Over-Allotment Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution" below. A purchaser who acquires Common Shares forming part of the Agent's over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

(4) The Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus.

All references to Common Shares include the Over-Allotment Shares unless the context otherwise specifies.

ADDITIONAL DISTRIBUTIONS

This Prospectus also qualifies for distribution 100,000 Common Shares issuable to the Optionors (as defined herein) in respect of the Sunset Copper Star Property (as defined herein) pursuant to the Property Option Agreement (as defined herein). See "General Development of Business" and "Plan of Distribution" below.

There is no market through which these securities may be sold, and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Issuer's business. See "Risk Factors" below.

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

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange, including public distribution requirements.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option ⁽¹⁾	525,000	Up to 48 hours prior to Closing	\$0.10
Compensation Options ⁽²⁾	350,000	Within 24 months from the Closing	\$0.10
Corporate Finance Fee Shares ⁽²⁾⁽³⁾	100,000	Upon Closing	\$0.10
Total Securities Issuable to Agent	975,000 (875,000 of which consist of the Over-Allotment Option and the Compensation Options)		

Notes:

(1) These securities are qualified for distribution by this Prospectus. See "Plan of Distribution" below.

(2) These securities are qualified compensation securities ("Qualified Compensation Securities") within the meaning of National Instrument 41-101 – *General Prospectus Requirements* ("NI 41-101") and are qualified for distribution by this Prospectus. See "Plan of Distribution" below.

(3) NI 41-101 imposes a restriction on the maximum number of securities which may be distributed under a prospectus

to an Agent as compensation. Pursuant to NI 41-101, the aggregate Qualified Compensation Securities must not exceed 10% of the Common Shares offered pursuant to this Prospectus, which in the case of this Offering and the Over-Allotment Option is 402,500 securities. For the purpose of this Offering, any combination of the following totalling 402,500 securities are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (i) up to 100,000 Corporate Finance Fee Shares; and (ii) up to a maximum of an aggregate 402,500 Compensation Options. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Common Shares for sale under this Prospectus at the Offering Price on a commercially reasonable efforts basis, in accordance with the Agency Agreement referred to under "Plan of Distribution" below and subject to the approval of certain legal matters on behalf of the Issuer by Lotz & Company and on behalf of the Agent by DuMoulin Black LLP. 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.

Subscriptions will be received subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time without notice. The Common Shares will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. Consequently, purchasers of Common Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS.

AGENT

HAYWOOD SECURITIES INC.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future price of metals, historical estimates of mineralization, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of regulatory approvals. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for exploration work on the Sunset Copper Star Property, general and administrative expenses, expectations generally regarding completion of this Offering, the ability of the Issuer to raise further capital for corporate purposes, the utilization of the net proceeds of the Offering and treatment under applicable governmental regimes for permitting and approvals. See "Narrative Description of the Business – Recommendations", "Use of Proceeds" and "Risk Factors" below.

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

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, Canadian tax counsel to the Issuer, based on the current provisions of the Income Tax Act (Canada) and the regulations thereunder (the "Tax Act"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided the Common Shares are listed on a "designated stock exchange" (as such term is defined in the Tax Act and which currently includes the Canadian Securities Exchange (the "Exchange")) or the Issuer is otherwise a "public corporation" (as such term is defined in the Tax Act) at the particular time, the Common Shares will at that time be a "qualified investment" under the Tax Act for a trust governed by a registered retirement savings plan (a "RRSP"), a registered retirement income fund (a "RRIF"), a deferred profit sharing plan, a registered disability savings plan (a "RDSP"), a registered education savings plan (a "RESP"), and a tax-free savings account (a "TFSA" and collectively the "Plans").

The Common Shares are not currently listed on a "designated stock exchange" and the Issuer is not otherwise a "public corporation" (as such term is defined in the Tax Act). The Issuer has applied to list the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange. The Issuer will rely upon the Exchange to list the Common Shares on the Exchange as of the day before Closing and otherwise proceed in the manner described above to render the Common Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act at the time of issuance. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing and the Issuer is not otherwise a "public corporation" at that time, the Common Shares will not be qualified investments for the Plans at that time. It is counsel's understanding that the Listing of the Common Shares on the Exchange is a condition of Closing.

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, RRSP, RRIF, RDSP or RESP (a "Registered Plan"), the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be) will be subject to a penalty tax as set out in the Tax Act if the Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will be a "prohibited investment" if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm's length with the Issuer for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Issuer. In addition, the Common Shares will not be a "prohibited investment", if the Common Shares are "excluded property", as defined in the Tax Act, for a Registered Plan. **Prospective holders that intend to hold Common Shares in a Registered Plan are urged to consult their own tax advisers.**

METRIC EQUIVALENTS

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To Metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated [REDACTED], 2019 between the Agent and the Issuer.

"**Agent**" means Haywood Securities Inc.

"**Agent's Commission**" means the cash commission paid to the Agent equal to 10% of the gross proceeds in relation to this Offering.

"**Author**" means Donald George MacIntyre, Ph.D., P. Eng., the author of the Technical Report.

"**Board of Directors**" or "**Board**" means the Issuer's board of directors.

"**Closing**" means the closing of the Offering and the issuance by the Issuer of the Common Shares.

"**Closing Day**" means such day for Closing as determined by the Agent and as agreed to by the Issuer, subject to the limitations outlined under the "Use of Proceeds" heading.

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

"**Compensation Options**" means the options granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase one Common Share per compensation option for a period of 24 months after the Closing Day.

"**Corporate Finance Fee**" means the fee to be paid by the Issuer to the Agent on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**Corporate Finance Fee Shares**" means the \$10,000 fee to be paid by the Issuer to the Agent as 100,000 Common Shares on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**Issuer**" means Volatus Capital Corp.

"**Escrow Agent**" means National Securities Administrators Ltd.

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

"**Listing Date**" means the date the Common Shares are listed for trading on the Exchange.

"**Lynes**" means Craig A. Lynes, an Optionor.

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus.

"**Offering Price**" means \$0.10 per Common Share.

"**Optionors**" means Rich River and Lynes collectively, and each, an "Optionor".

"**Over-Allotment Option**" means the Agent's option to solicit up to 525,000 additional Common Shares to raise additional gross proceeds of up to \$52,500 exercisable up to 48 hours prior to the Closing Day.

"**Over-Allotment Option Shares**" means the Common Shares to be issued upon exercise of the Over-Allotment Option.

"**Property Option Agreement**" means the option agreement dated November 16, 2018, made among the Issuer and the Optionors with respect to the Sunset Copper Star Property.

"**Rich River**" means Rich River Exploration Ltd., an Optionor.

"**Stock Option Agreements**" mean the stock option agreements dated May 1, 2019, between the Issuer and certain directors and officers of the Issuer.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors of the Issuer on May 1, 2019, providing for the granting of incentive stock options to the Issuer's directors, officers, employees and consultants.

"**Subscriber**" means a subscriber for the Common Shares offered under this Offering.

"**Sunset Copper Star Property**" or the "**Property**" means the two contiguous mineral titles covering an area of approximately 1,138.15 hectares, approximately 19 kilometres ("km") northwest of the city of Campbell River on Vancouver Island, British Columbia, in the Nanaimo Mining Division.

"**Technical Report**" means the technical report dated January 29, 2019 and dated effective January 29, 2019, entitled "*Technical Report: Sunset Copper Star Mineral Property, Vancouver Island, British Columbia, Canada*" authored by Donald George MacIntyre, Ph.D., P. Eng.

GLOSSARY OF TECHNICAL TERMS

Adit	A horizontal or nearly horizontal passage driven from the surface for the working or dewatering of a mine. If driven through the hill or mountain to the surface on the opposite side it would be a tunnel.
Ag	Chemical symbol for silver.
Al	Chemical symbol for aluminum.
Anomalous	A description of anything statistically out of the ordinary.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
B	Chemical symbol for boron.
Ba	Chemical symbol for barium.
Be	Chemical symbol for beryllium.
Bi	Chemical symbol for bismuth.
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade metamorphic rocks, or as alteration products of ferromagnesian minerals.
Ca	Chemical symbol for calcium.
Cd	Chemical symbol for cadmium.
Ce	Chemical symbol for cerium.
Co	Chemical symbol for cobalt.
Cr	Chemical symbol for chromium.
Cs	Chemical symbol for cesium.
Cu	Chemical symbol for copper.
EM	Electromagnetic.
Epidote	A lustrous yellow-green crystalline mineral, common in metamorphic rocks. It consists of a hydroxyl silicate of calcium, aluminum, and iron.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
Ga	Chemical symbol for gallium.
Ge	Chemical symbol for germanium.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Hf	Chemical symbol for hafnium.
Hg	Chemical symbol for mercury.
Igneous Rock	A rock formed by the crystallization of magma or lava.
In	Chemical symbol for indium.
K	Chemical symbol for potassium (kalium).
La	Chemical symbol for lanthanum.
Li	Chemical symbol for lithium.
Magnetite	A grey-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Mg	Chemical symbol for magnesium.
Mineralization	The presence of minerals of possible economic value – and also the process by which

	concentration of economic minerals occurs.
Mn	Chemical symbol for manganese.
Mo	Chemical symbol for molybdenum.
Na	Chemical symbol for sodium.
Ni	Chemical symbol for nickel.
Nb	Chemical symbol for niobium.
P	Chemical symbol for phosphorus.
Pb	Chemical symbol for lead.
Ppb	Parts per billion.
Ppm	Parts per million.
Pyrite	An iron sulphide.
Rb	Chemical symbol for rubidium.
Re	Chemical symbol for rhenium.
S	Chemical symbol for sulphur.
Sb	Chemical symbol for antimony (stibium).
Sc	Chemical symbol for scandium.
Se	Chemical symbol for Selenium.
Sn	Chemical symbol for Tin (Stannum).
Sr	Chemical symbol for Strontium.
Ta	Chemical symbol for Tantalum.
Te	Chemical symbol for Tellurium.
Th	Chemical symbol for Thorium.
Ti	Chemical symbol for Titanium.
Tl	Chemical symbol for Thallium.
U	Chemical symbol for Uranium.
V	Chemical symbol for Vanadium.
W	Chemical symbol for tungsten (wolfram).
Y	Chemical symbol for Yttrium.
Stockwork	A complex system of structurally controlled or randomly oriented veins.
V	Chemical symbol for vanadium.
Zn	Chemical symbol for zinc.

PROSPECTUS SUMMARY

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 Issuer:** The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on November 6, 2018, under the name "Volatus Capital Corp." and does not have any subsidiaries.
- The Issuer's corporate office is located at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.
- The Issuer's Business:** The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Sunset Copper Star Property.
- Further to these objectives, the Issuer entered into the Property Option Agreement pursuant to which it is entitled to earn an undivided 100% interest in the Sunset Copper Star Property. The Issuer currently beneficially owns 51% of the Sunset Copper Star Property.
- The Issuer intends to fund the exploration of the Sunset Copper Star Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. See "Narrative Description of the Business" below.
- The Property:** The Sunset Copper Star Property consists of two contiguous mineral titles covering an area of 1,138.15 hectares approximately 19 km northwest of the city of Campbell River in the Nanaimo Mining Division, British Columbia.
- Management, Directors and Officers:** James Walchuck – Chief Executive Officer, President and Director
Mark Lotz – Chief Financial Officer and Corporate Secretary
Sorin Posescu – Director
Christopher Little – Director
- See "Directors and Officers" below.
- The Offering:** The Issuer is offering 3,500,000 Common Shares for sale at a price of \$0.10 per Common Share in the provinces of British Columbia and Alberta.
- This Prospectus also qualifies the distribution of (i) 100,000 Corporate Finance Fee Shares, to the extent such securities are Qualified Compensation Securities; (ii) up to 350,000 Compensation Options, to the Agent as Qualified Compensation Securities; (iii) up to 525,000 Over-Allotment Shares issuable upon the exercise of the Over-Allotment Option; and (iv) 100,000 Common Shares issuable to Rich River in respect of the Sunset Copper Star Property. Assuming the exercise of the Over-Allotment Option in full, an additional 52,500 Compensation Options may be qualified under this Prospectus. However, to the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, and will not be qualified for distribution under this Prospectus.
- See "Plan of Distribution" below.
- Use of Proceeds:** The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Common Shares offered hereby will be \$350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of \$80,000, the Agent's Commission of

\$35,000 and the cash portion of the Corporate Finance Fee of \$30,000, and including the Issuer's estimated working capital as at April 30, 2019 of \$105,559, are estimated to be \$310,559.

Principal Purpose	Funds to be Used ⁽¹⁾
To fund the Phase 1 exploration program on the Sunset Copper Star Property ⁽²⁾	\$104,000
To provide funding sufficient to meet administrative costs for 12 months	\$88,000 ⁽³⁾
To provide general working capital to fund ongoing operations	\$118,559
TOTAL:	\$310,559

Notes:

(1) See "Use of Proceeds" below. The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. In the event of exercise of the Over-Allotment Option, the Issuer will use the proceeds for general working capital and in part, to fund Phase 2 of the recommended exploration program on the Sunset Copper Star Property.

(2) See "Narrative Description of the Business – Recommendations" below for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Sunset Copper Star Property.

(3) The Issuer anticipates that \$36,000 will be paid as management fees to a private company.

**Summary of
Financial
Information:**

The following selected financial information is subject to the detailed information contained in the audited financial statements of the Issuer and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the audited financial statements of the Issuer for the period ended January 31, 2019. The Issuer has established January 31st as its financial year end.

	Period ended January 31, 2019 (audited)
Total revenues	Nil
Exploration expenditures	\$92,996
Management fees	\$8,400
Professional fees	\$17,808
General and administrative expenses	\$2,134
Rent	\$3,180
Share-based payments	\$30,000
Net Loss	(\$62,497)
Basic and diluted loss per common share	(0.01)
Total assets	\$236,892
Long-term financial liabilities	Nil
Cash dividends per share	Nil

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

Risk Factors:

An investment in the Common Shares should be considered highly speculative and investors may incur a loss on their investment. The Issuer has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Sunset Copper Star Property. The Issuer currently beneficially owns 51% of the Sunset Copper Star Property and has an option only to acquire the remaining 49% interest in the Sunset Copper Star Property and there is no guarantee that the Issuer's 100% interest, if earned, will be certain or that it cannot be challenged by claims of aboriginal or indigenous title, or unknown third parties claiming an interest in the Sunset Copper Star Property. The Issuer and its assets may also become subject to uninsurable risks. The Issuer's activities may require permits or licenses which may not be granted to the Issuer. The Issuer competes with other companies with greater financial resources and technical facilities. The Issuer may be affected by political, economic, environmental and regulatory risks beyond its control. The Issuer is currently largely dependent on the performance of its directors and officers and there is no assurance the Issuer can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. See "Risk Factors" below.

Currency:

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

Name and Incorporation

Volatus Capital Corp. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on November 6, 2018.

The Issuer's head office is located at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

The Issuer has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Issuer

The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. See "Narrative Description of the Business" below.

History

Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of approximately \$254,001, as set out in "Prior Sales" below. These funds have been, and are being, used for the acquisition, exploration and maintenance of the Sunset Copper Star Property and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Sunset Copper Star Property, as set out in "Use of Proceeds" below.

Acquisitions

To this end, the Issuer entered into the Property Option Agreement whereby the Issuer was granted an irrevocable and exclusive option to acquire up to a 100% interest in the Sunset Copper Star Property (the "Option"), consisting of two contiguous mineral titles covering an area of 1,138.15 hectares, approximately 19 km northeast of the town of Campbell River in the Nanaimo Mining Division, British Columbia, the particulars of which are described in greater detail below.

The Issuer acquired a 51% interest in the Property (the "Stage 1 Interest") through the payment of \$5,000 to Rich River upon the execution and delivery of the Property Option Agreement by the Issuer and the Optionors (the "Stage 1 Option Consideration"). To acquire the remaining 49% interest in the Sunset Copper Star Property, the Issuer is required to: (i) pay a total of \$155,000 in cash payments to Rich River; (ii) issue a total of 600,000 Common Shares to Rich River; and (iii) incur an aggregate minimum of \$500,000 in exploration expenditures on the Sunset Copper Star Property (together with the Stage 1 Option Consideration, the "Option Consideration"), all in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon execution of Property Option Agreement	\$5,000 (paid)	Nil	Nil
Upon the Listing Date	\$5,000	100,000 ⁽¹⁾	Nil
On or before the 1st anniversary of the Listing Date	\$20,000	100,000 ⁽²⁾	\$100,000
On or before the 2nd anniversary of the Listing Date	\$30,000	100,000 ⁽²⁾	\$100,000
On or before the 3rd anniversary of the Listing Date	\$100,000	300,000 ⁽²⁾	\$300,000

Notes:

- (1) These 100,000 Common Shares are qualified for distribution under this Prospectus.
- (2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

Once the Issuer has paid the Option Consideration in full, then it shall be deemed to have earned a 100% undivided interest in the Sunset Copper Star Property, subject to a 3% net smelter returns royalty (the "NSR") on the property. The Issuer will have the right to purchase 1% of such NSR for \$750,000 and the remaining 2% of such NSR for \$1,000,000. Otherwise, once the Issuer exercises its option to acquire a 100% interest in the Sunset Copper Star Property and upon the commencement of commercial production thereon, the NSR is payable to the Optionors on all base, rare earth elements and precious metals upon receipt by the Issuer of payment from the smelter refinery or other place of treatment of the proceeds from the sale of the minerals, ore, concentrates or other products from the Sunset Copper Star Property. The Issuer will be the operator of the Sunset Copper Star Property during the term of the Property Option Agreement and Rich River will be the primary contractor when possible. The Issuer will also pay any rates, taxes, duties, royalties, assessments or fees levied with respect to the Sunset Copper Star Property or the Optionors' operations thereon and will apply and pay for assessment credits for the mineral claims comprising the Sunset Copper Star Property for all the work and expenditures conducted on all or any part of the Sunset Copper Star Property.

If, after the effective date of the Property Option Agreement (being November 16, 2018), the Issuer or either of the Optionors stakes or acquires, directly or indirectly, an interest or right in a mineral claim located within 3 km of the boundaries of the Sunset Copper Star Property as it was constituted at the effective date of the Property Option Agreement, or at the date of any amendments thereto, that interest or right shall be deemed to form part of the Sunset Copper Star Property and shall be subject to the Property Option Agreement.

Trends

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

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or result of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of acquiring and exploring mineral resource properties. The Issuer's sole property is the Sunset Copper Star Property, located on Vancouver Island, British Columbia, approximately 19 km northeast of the town of Campbell River in the Nanaimo Mining Division. The Issuer's interest in the Property is governed by the Property Option Agreement. See "Acquisitions" above.

The Issuer intends to use the net proceeds from this Offering to carry out exploration on the Property and for working capital. The Issuer may decide to acquire other mineral properties in addition to the Property.

Sunset Copper Star Property, Greenwood Mining Division, British Columbia, Canada

The following information regarding the Property is summarized or extracted from an independent technical report dated January 29, 2019, and dated effective January 29, 2019, entitled "*Technical Report: Sunset Copper Star Property, South Central British Columbia, Canada*" (the "Technical Report") prepared for the Issuer by Donald George MacIntyre, Ph.D., P. Eng. (the "Author") in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The Author is a "qualified person" within the meaning of NI 43-101.

All figure and table references herein are numbered in accordance with the Technical Report available on the Issuer's SEDAR profile at www.sedar.com.

Description and Location of the Sunset Copper Star Property

The Sunset Copper Star Property is located on Vancouver Island, British Columbia, Canada, approximately 19 km northwest of the city of Campbell River (Figures 1 and 2).

The Property covers hilly terrain northwest of Browns Bay (Figure 3). The Sunset showing is located at 50°09'58"N Latitude 125°23'58"W Longitude. The Zone 10 NAD 83 Universal Transverse Mercator (UTM) coordinates for this point are 328641E, 5559856N (NAD83). The Property is on NTS map sheet 92K/03W and BCGS map sheet 092K013.



Photo 1. View north from the Browns Bay FSR. The Sunset adits are located on the steep hill in the distance. Photo taken by the Author, November 12, 2018.

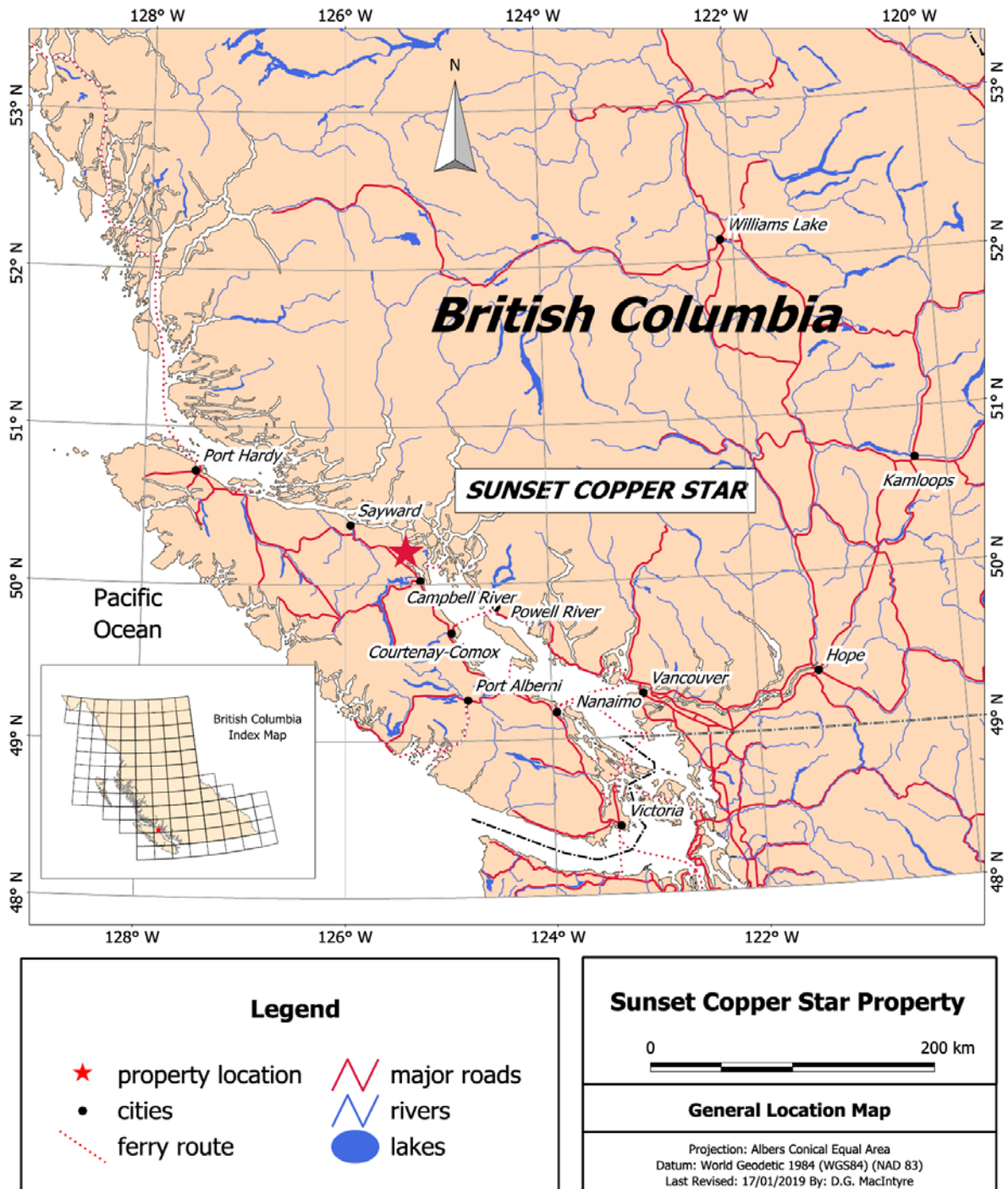


Figure 1. Location map, Sunset Copper Star Property, Vancouver Island, British Columbia.

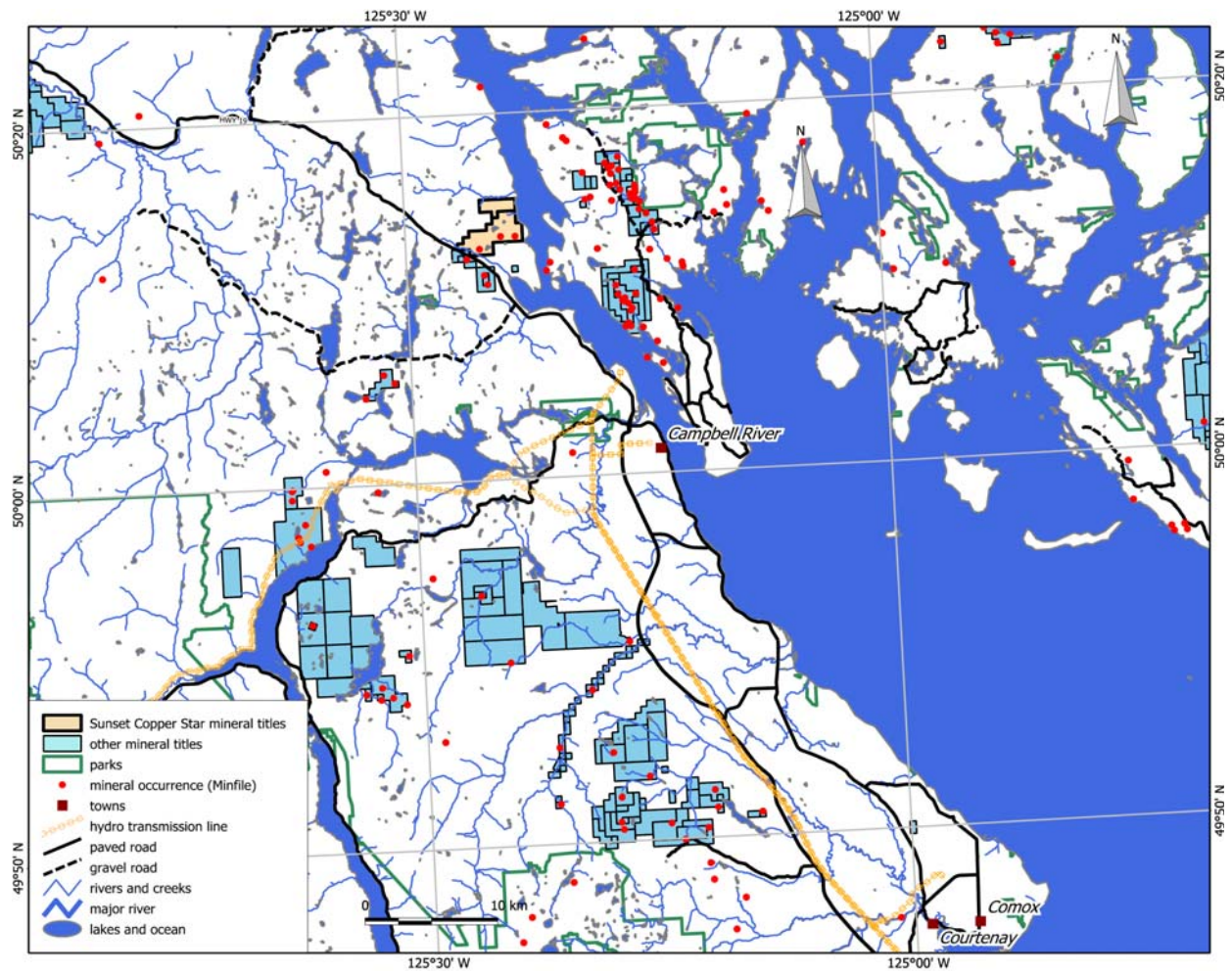


Figure 2. Access and infrastructure map, Sunset Copper Star Property. Map prepared by D.G. MacIntyre from government geospatial data, January 2019.

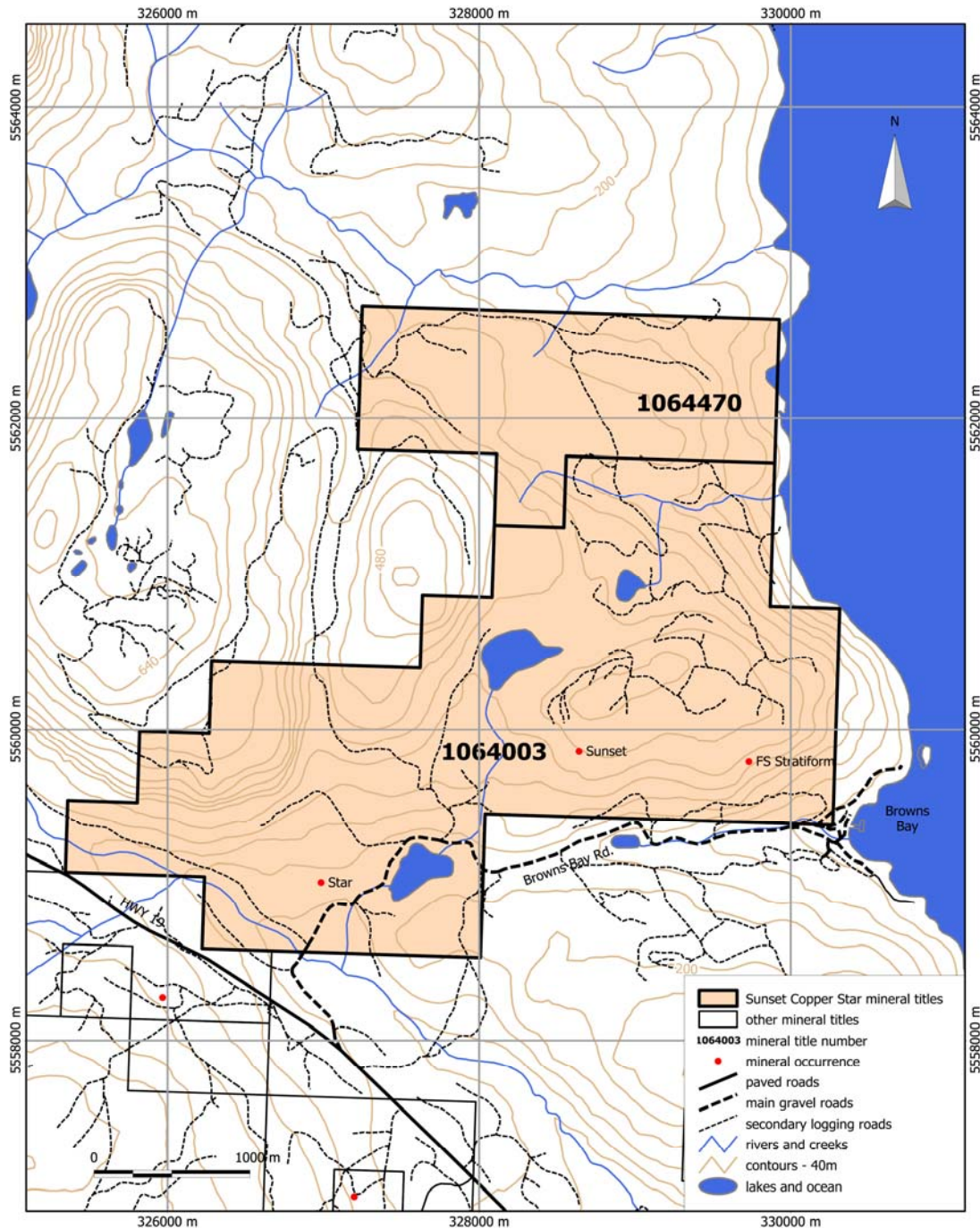


Figure 3. Mineral Titles Map, Sunset Copper Star Property. Map prepared by D.G. MacIntyre from MTO geospatial data, January 2019.

Mineral Tenures

The Sunset Copper Star Property consists of two contiguous mineral titles that are located within the Nanaimo Mining Division (Table 1). The area covered by these titles is shown in Figure 3 and is calculated to be 1138.15 hectares in total. The map shown in Figure 3 was generated by the Author from geospatial data downloaded from the Government of British Columbia, GeoBC website on January 5, 2019. These spatial layers are the same as those used by the Mineral-Titles-Online (MTO) electronic staking system managed by the Mineral Titles Branch of the British Columbia Ministry of Energy, Mines and Petroleum Resources and are updated on a daily basis. The MTO system is used to locate and record mineral titles in British Columbia. This system uses a grid cell selection system that was introduced in 2005. Title boundaries are based on lines of latitude and longitude. There is no requirement to mark

claim boundaries on the ground as these can be determined with reasonable accuracy using a GPS. The Sunset Copper Star Property claims have not been surveyed.

Mineral Title details listed in Table 1 were downloaded from the MTO web site and are current as of January 5, 2019. All mineral titles are in the Nanaimo Mining Division.

Table 1. List of Mineral Titles, Sunset Copper Star Property as of January 5, 2019

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
1064003	SUNSET - COPPER STAR	2018/OCT/23	2019/OCT/23	869.23
1064470	NORTHERN SUNSET	2018/NOV/13	2019/NOV/13	268.92

Total Area: 1138.15 ha

Information posted on the MTO website indicates that all of the claims listed in Table 1 are owned 100% by Mr. Craig Lynes. Mr. Lynes holds these claims on behalf of Rich River. The Issuer has optioned the Property from Rich River and is the operator.

Required Permits and Reporting of Work

Acquisition of mineral titles in British Columbia is done electronically through MTO. The electronic map used by MTO allows users to select single or multiple adjoining grid cells. Cells range in size from approximately 21 hectares (457m x 463m) in the south at the 49th parallel to approximately 16 hectares in the north at the 60th parallel. This is due to the longitude lines that gradually converge toward the North Pole. Users are limited to 100 selected cells per submission for acquisition as one mineral title. The number of submissions is not limited, but each submission for a claim must be completed through to payment before another can commence. No two people can select the same cells simultaneously, since the database is live and updated instantly; once a user makes its selection, the cells the user has selected will no longer be available to another person, unless the payment is not successfully completed within 30 minutes.

In British Columbia, the owner of a mineral title acquires the right to the minerals which were available at the time of title acquisition as defined in the *Mineral Tenure Act* (British Columbia). Surface rights and placer rights are not included. Mineral titles are valid for one year and the anniversary date is the annual occurrence of the date of recording (the "Issue Date").

A mineral title has a set expiry date (the "Good to Date"), and in order to maintain the title beyond that expiry date, the recorded holder (or an agent) must, on or before the Good to Date, register either exploration and development work that was performed on the title, or a payment instead of exploration and development ("PIED"). Failure to maintain a title results in automatic forfeiture at the end (midnight) of the expiry date; there is no notice to the title holder prior to forfeiture.

When exploration and development work or a PIED is registered, the title holder or agent may advance the title forward to any new date. With PIED the minimum requirement is six months, and the new date cannot exceed one year from the current expiry date; with work, it may be any date up to a maximum of ten years beyond the current anniversary year. All recorded holders of a mineral title must hold a valid Free Miners Certificate when either work or PIED is registered on a mineral title.

The following are the current exploration expenditure or PIED amounts required to maintain a mineral title in good standing for one year:

Mineral Title - Work Requirement:

- \$5 per hectare for anniversary years 1 and 2;
- \$10 per hectare for anniversary years 3 and 4;
- \$15 per hectare for anniversary years 5 and 6; and
- \$20 per hectare for subsequent anniversary years.

Mineral Title – PIED:

- \$10 per hectare for anniversary years 1 and 2;
- \$20 per hectare for anniversary years 3 and 4;
- \$30 per hectare for anniversary years 5 and 6; and
- \$40 per hectare for subsequent anniversary years.

Only work and associated costs for the current anniversary year of the mineral title may be applied toward that title. A report detailing work done and expenditures made must be filed with the B.C. Ministry of Energy and Mines within 90 days of filing of a Statement of Work. After the report is reviewed by ministry staff it is either approved or returned to the submitter for correction. Failure to produce a compliant report could result in loss of assessment credit and forfeiture of the mineral titles to which the credit was applied.

At the time of writing of the Technical Report, Mr. Lynes had not filed a Statement of Work for the exploration work done on the Property in November 2018.

Prior to initiating any physical work such as drilling, trenching, bulk sampling, camp construction, access upgrading or construction and geophysical surveys using live electrodes (IP) on a mineral property a Notice of Work permit application must be filed with and approved by the Ministry of Energy and Mines. The filing of the Notice of Work initiates engagement and consultation with all other stakeholders including First Nations.

Environmental Liabilities

Other than three short exploratory tunnels there has not been any significant mining related physical disturbances on the Sunset Copper Star Property to date. Roads built for logging activities are not the responsibility of the mineral title holder. The Author is not aware of any environmental issues or liabilities related to historical exploration or mining activities that would have an impact on future exploration of the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

As shown in Figure 3 a number of logging roads connect with the Browns Bay FSR that is located immediately south of the Property. These logging roads are still active and in good condition providing access to the northern part of the Property. The Browns Bay FSR connects to paved Highway 19 near the southwest corner of the Property (Figure 3).

Climate and Vegetation

The Property is located along the eastern side of the Vancouver Island Mountain Range. Rainfall on this side of the mountains, though less than on the Pacific Coast side, can be considerable. Severe winter storms can result in back country roads being blocked and washed out. Most heavy rainfall occurs between October and April with November being the wettest month with nearly 250 mm average monthly rainfall at Sayward. Mean daily maximum temperatures are highest in July and August averaging 25° Celsius. Mean daily minimum temperatures in December through February are typically 1 ° Celsius. Snowfall is variable with some heavy snowfall associated with periods of Arctic outflow from the interior of British Columbia during the winter months.

The Property is in the Coastal Western Hemlock biogeoclimatic zone which is more commonly known as the Temperate Rainforest of B.C. The forests within this zone such as those in the Adam River drainage are highly productive and are dominated by western hemlock and pacific silver fir tree species. There are also varying amounts of western red cedar, yellow cedar and Pacific yew. The hemlock forests have been logged, sometimes twice, and a wide network of old alder covered roads mark the earlier logging efforts. Old overgrown road metal quarries are located along some of these roads. Much of the area has been replanted. Off road, the landscape is rugged and the forest litter deep and difficult to traverse.

Local Resources

The nearest population center and place to acquire supplies and services for mineral exploration and development is the city of Campbell River (pop. 35,000 in 2016) which is located 92.2 km southeast from the junction with the Kim Creek FSR on Highway 19. This city is tourist oriented but also provides support for the local logging industry.

Campbell River has all the necessary amenities to support resource development. It is the nearest location of police, hospitals, groceries, fuel, helicopter services, hardware and other service and supply businesses. There are diamond drilling companies located in Campbell River but the nearest analytical laboratories are located in Vancouver.

The Property is within an active logging area. As a result, there are heavy equipment and operators available for hire in the area. Most of these operators live in Sayward or Campbell River.

Infrastructure

Highway 19 which is located immediately southwest of the Property is the main transportation corridor between Campbell River and Port Hardy on Vancouver Island (Figures 2 and 3). As mentioned above a network of logging roads connects to this highway via the Browns Bay FSR providing good access to most of the Property. The nearest BC Hydro transmission line is located at Campbell River (Figure 2) and services a pulp mill operation just north of the city.

Kelsey Bay at Sayward, north of the Property, was once used as a major deep-water port and could provide a suitable location for a shipping terminal for any future mining operation.

Physiography

The Property lies within the Vancouver Island Mountains physiographic region and has a moderately rugged topography with elevations ranging from sea level to over 400 metres in the central part of the Property. The Property covers the northeast facing slope of a northwest trending ridge that separates the Adam and Eve Rivers (Figure 3). There is extensive outcrop on the Property especially on steep south facing slopes.

History

The first recorded work on the Property took place around the turn of the century between 1899 and 1902 when 139 metres of underground workings were completed on the Sunset veins. These workings consisted of 3 adits plus winzes, sub-drifts, cross-cuts and raises (Minister of Mines Annual Report, 1899, 1901).

In 1969, Casco Holdings Ltd. did geochemical sampling in the vicinity of the Star Cu showing. This work involved collecting rock dust samples using a hand held drill that could penetrate to a depth of 30 cm (Mark and Mitchell, 1969). Five short lines were sampled at 7.6 metre intervals. Of the 29 samples collected, 11 returned Cu values greater than 0.2%. The best values were for 3 samples collected over 15 line metres just northeast of the Star showing. These samples returned values of 0.37, 0.47 and 0.60% Cu respectively (Mark and Mitchell, 1969).

Surprisingly, there are no public records of any work done on the Sunset showings until 1973 when Four Seasons Manufacturing completed a program of geochemical sampling and ground electromagnetic and magnetic surveys on their FS claims (Armstrong 1973, 1973a). A total of 464 soil samples were collected. This sampling defined a 60 metre X 300 metre Cu soil anomaly on strike with known mineralization exposed in 3 adits. A 2.3 kilogram composite grab sample of mineralized quartz vein was also collected and is reported to have assayed 2.69% Cu, 14.4 grams per tonne silver and trace gold (Armstrong, 1973). The VLF-EM survey failed to detect any significant conductors although some weakly conductive zones roughly correlate with anomalous soil samples.

In 1982, T. Osborn and I. G. Sutherland completed a program of rock sampling and prospecting on the T.O.I.S. claims (Osborne and Sutherland, 1983). The results of this work were not provided in their 1983 assessment report.

Geological Setting and Mineralization

Regional Geology

Vancouver Group

The Sunset Copper Star Property is underlain by rocks of the Vancouver Group, which includes the Karmutsen, Quatsino, and Parsons Bay Formations (Figure 4). The Karmutsen Formation is the most extensive and is primarily comprised of low potash tholeiitic basalt of remarkably consistent structure and thickness that constitutes the lower third of the Vancouver Group. Regionally, the lower 2500 to 3000 metres of the Karmutsen consists of closely packed pillow lava grading upward into magnesian pillow basalts. The next 600 to 1,000 metres consist of pillow breccia and

aquagene tuff, typically with unsorted beds 0.5 to 2 metres, thick. The upper 3,000 metres is composed of meter to decimetre thick, both amygdaloidal and massive basalt flows. In the upper third of the unit, thin discontinuous bioclastic, micritic, cherty or tuffaceous limestone is locally overlain by closely packed pillows, which are in turn overlain by pillow breccia, and then thick massive flows.

The volcanic rocks have been regionally metamorphosed to upper zeolite facies. Albitized feldspars, amygdules and veins of pumpellyite, prehnite, epidote, calcite, and chlorite are widely noted. Adjacent to contacts with later intrusives, higher grade amphibolite bearing assemblages are locally developed.

The Quatsino Formation overlies the Karmutsen Formation, and is known to vary in thickness from as much as 500 metres to thinner than 150 metres. It is a distinct, easily recognizable unit, that is locally ductilely deformed. The formation consists of grey limestone beds. Where undeformed it is coarsely bioclastic, light grey, indistinctly bedded and non fissile. Where deformed near plutons it becomes a light grey, finely recrystallized limestone. Fossils indicate that the Quatsino Formation is upper Triassic in age (Muller et al, 1974, Nixon, 2007).

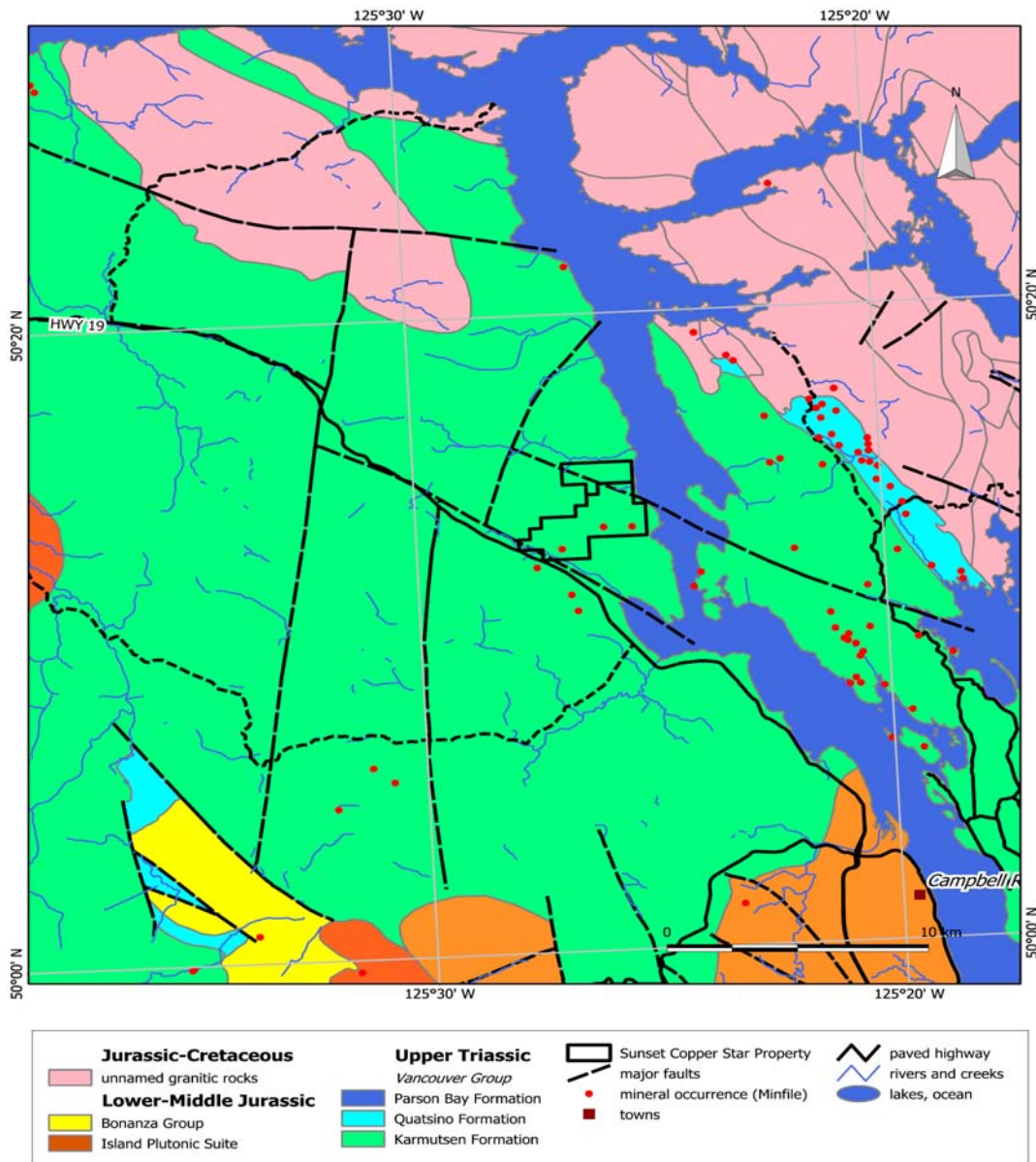


Figure 4. Regional geologic setting, Sunset Copper Star Property. Map created by D.G. MacIntyre, January 2019 from B.C. digital geology data (Massey et al., 2003).

The Parsons Bay Formation is considered to overlie the Quatsino Formation. According to Carlisle (1972), it is characterized by thinly laminated alternating fissile and non fissile black carbonaceous limestone with extremely fine grained siliceous matrix.

Jurassic Plutonic Rocks

Jurassic granodiorite to diorite underlies the area to the south near Campbell River and the Coast Mountains to the northwest of the Property. The intrusive rocks near Campbell River are part of the Island Plutonic Suite. These intrusions consist mainly of granodiorite to quartz diorite and give mid Jurassic K-Ar ages. These intrusions are believed to be contemporaneously with the andesitic volcanics of the Bonanza Group.

Structure

The Sunset Copper Star Property lies within a thick succession of gently dipping to flat lying massive basaltic flows of the Karmutsen Formation. This succession is cut by high angle faults that trend northwest and northeast (Figure 4). Movement on these faults is believed to be normal but locally there may be a dextral transverse component as well. Dip directions of the massive basalt flows within each fault panel differ somewhat suggesting some jostling of fault blocks. The majority of dips of flow tops and intercalated bedding that were observable are more northerly than easterly.

Table 2. Mineral occurrences, Sunset Copper Star Property.

Minfile No.	Name	Easting	Northing	Deposit Type	Mineralization
092K 050	Sunset	328641	55598569	Cu+/-Ag quartz veins	Chalcopyrite, Bornite, Pyrite
092K 067	Star	326985	5559013	Volcanic red bed Cu	Chalcopyrite, Bornite, Pyrite
092KL 123	FS Stratiform	329731	5559790	Sedimentary volcanogenic	Chalcopyrite, Bornite, Pyrite,

Property Geology and Mineral Occurrences

The geology and location of mineral occurrences for the Sunset Copper Star Property is shown in Figure 5. This geology is based on historical reports that are discussed in the under the "History" heading above. As shown in Figure 5, all of the current Property is underlain by massive basalt flows of the Karmutsen Formation. For the most part these flows are flat lying and are separated by thin intercalations of limey sedimentary rock.

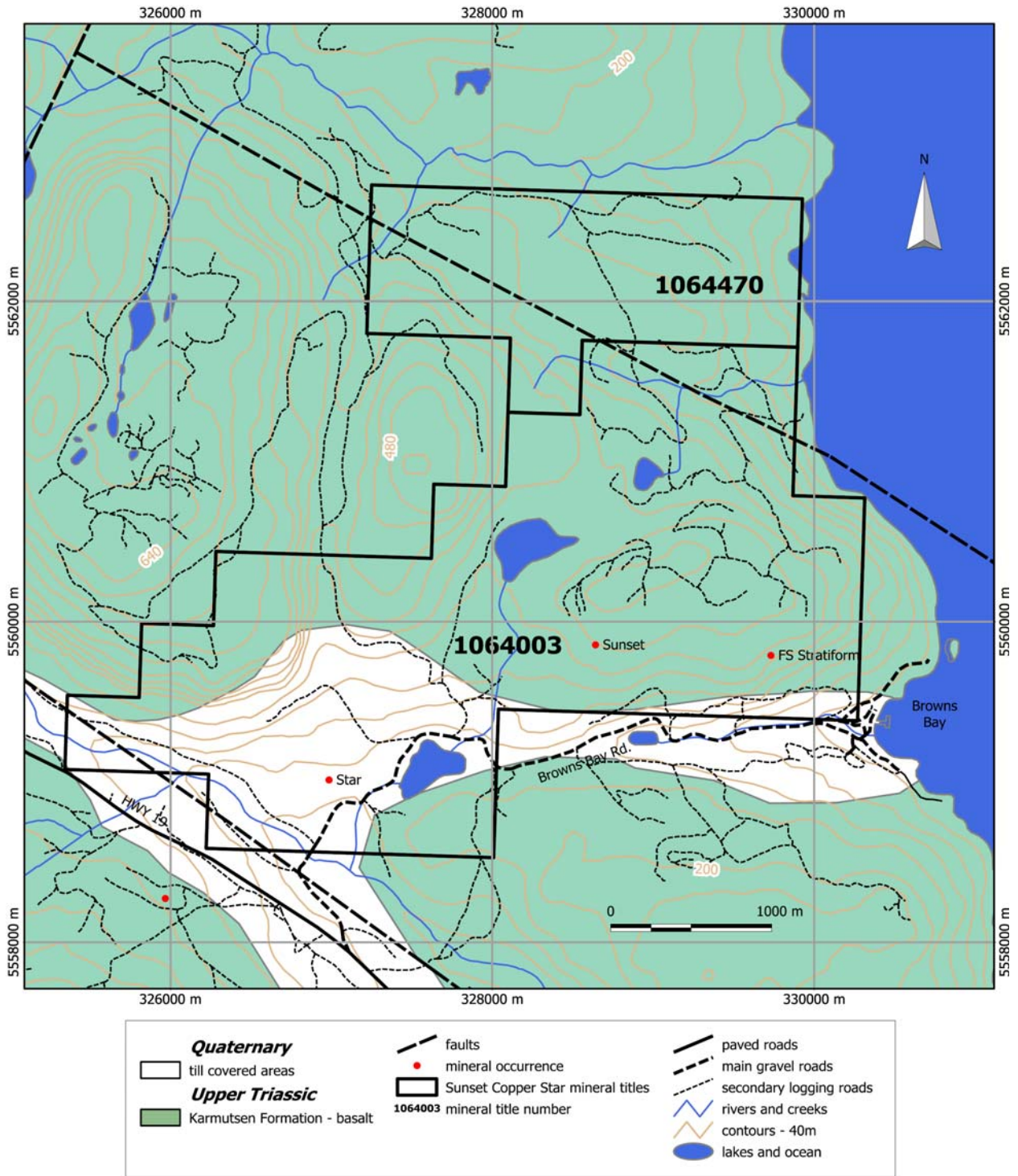


Figure 5. Property geology and location of mineral occurrences. Map created by D.G. MacIntyre, January 2019 from B.C. digital geology data (Massey et al., 2003).

Locally the basalt flows are pillowed indicating a submarine depositional environment. Amygdaloidal textures are also common. A thin bed of limestone was noted on the former FS claims and reportedly contains fine disseminations of bornite (Armstrong, 1973).

Mineral Occurrences on the Property

The Sunset Copper Star Property covers 3 documented mineral showings – the Star, Sunset and FS Stratiform. Of these the Sunset is the most significant. This showing is comprised of bornite and chalcopyrite-bearing quartz veins that occur over an area of 15 to 23 metres. Several bornite mineralized veins vary in width from 2.5 to 92 cm. Azimuths vary from 330 to 345 degrees and dips are either vertical or very steep to the southwest. Three short exploratory tunnels expose the northwest trending vein on a steep southeast facing slope.

Deposit Types

The Sunset showing is classified as a typical Cu⁺/Ag quartz vein. The FS Stratiform showing is hosted by limey sedimentary rocks at the base of massive basaltic flows and is classified as sedimentary volcanogenic. The Star showing is classified as a red bed copper showing hosted by basalt.

In the Author's opinion the Sunset showing is appropriately classified as a vein showing, specifically the Cu-Ag quartz vein type (I06) as described by Lefebure (1996) in the B.C. Mineral Deposit Profiles. This deposit type is characterized by quartz-carbonate veins containing patches and disseminations of chalcopyrite with varying amounts of bornite, tetrahedrite, covellite and pyrite. Malachite and azurite are common secondary minerals. These veins are typically emplaced along faults and commonly postdate major deformation and metamorphism. This type of vein can also be related to emplacement of felsic intrusions although none outcrop on the Property.

Exploration

In November 2018, Rich River, under the supervision of Mr. Lynes collected 190 soil samples, 22 silt samples and 66 rock samples, all part of a prospecting program conducted on the Sunset Copper Star Property (Figure 6). The geochemical sampling and prospecting were done along existing logging roads and in the vicinity of known showings. This work covered a large part of the northern and central parts of the Property. This section describes the results of this work. All of the work done on the Property was on behalf of the Issuer.

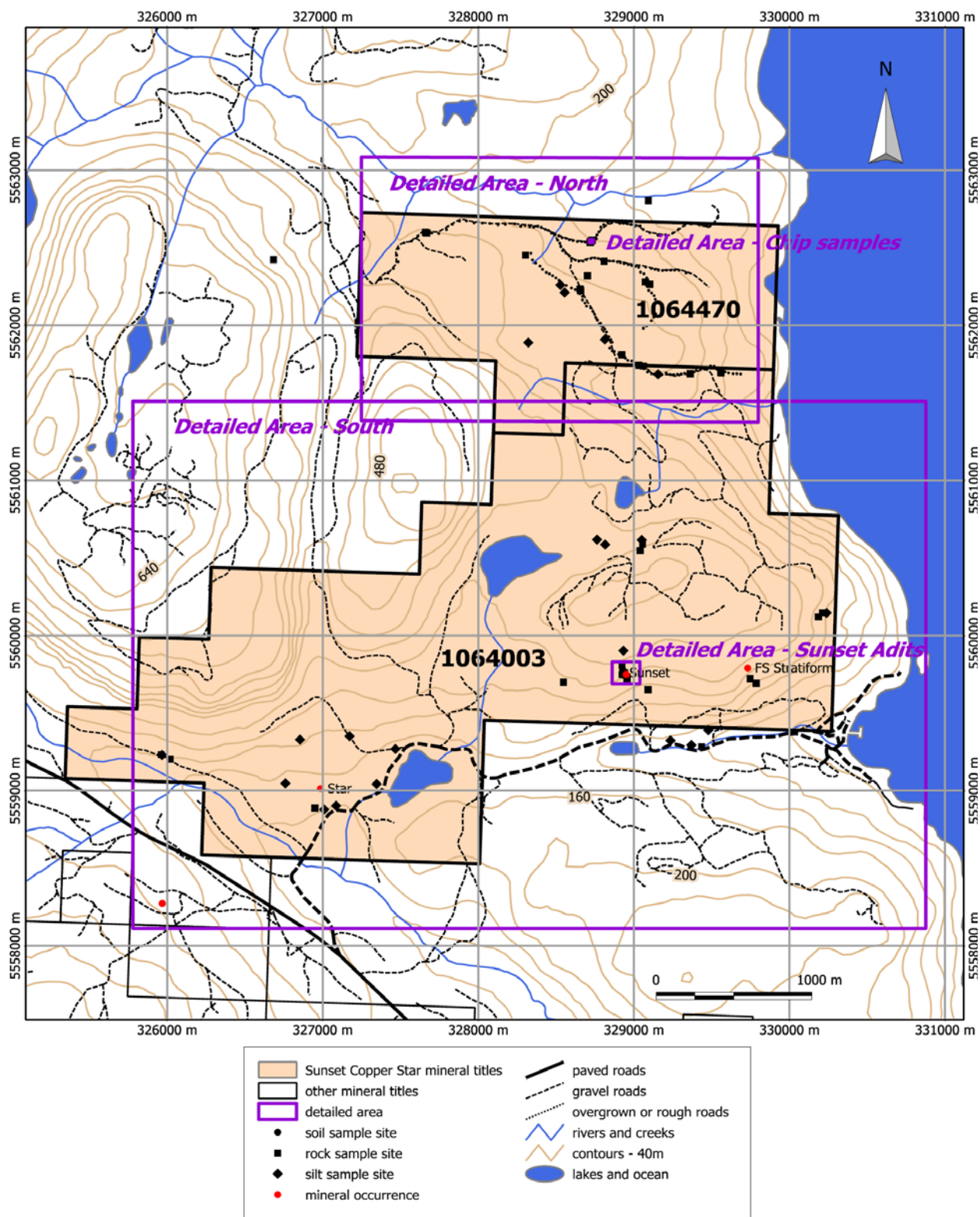


Figure 6. Location of 2018 geochemical samples and detailed map areas, Sunset Copper Star Property. Map prepared by D.G. MacIntyre, January 2019.

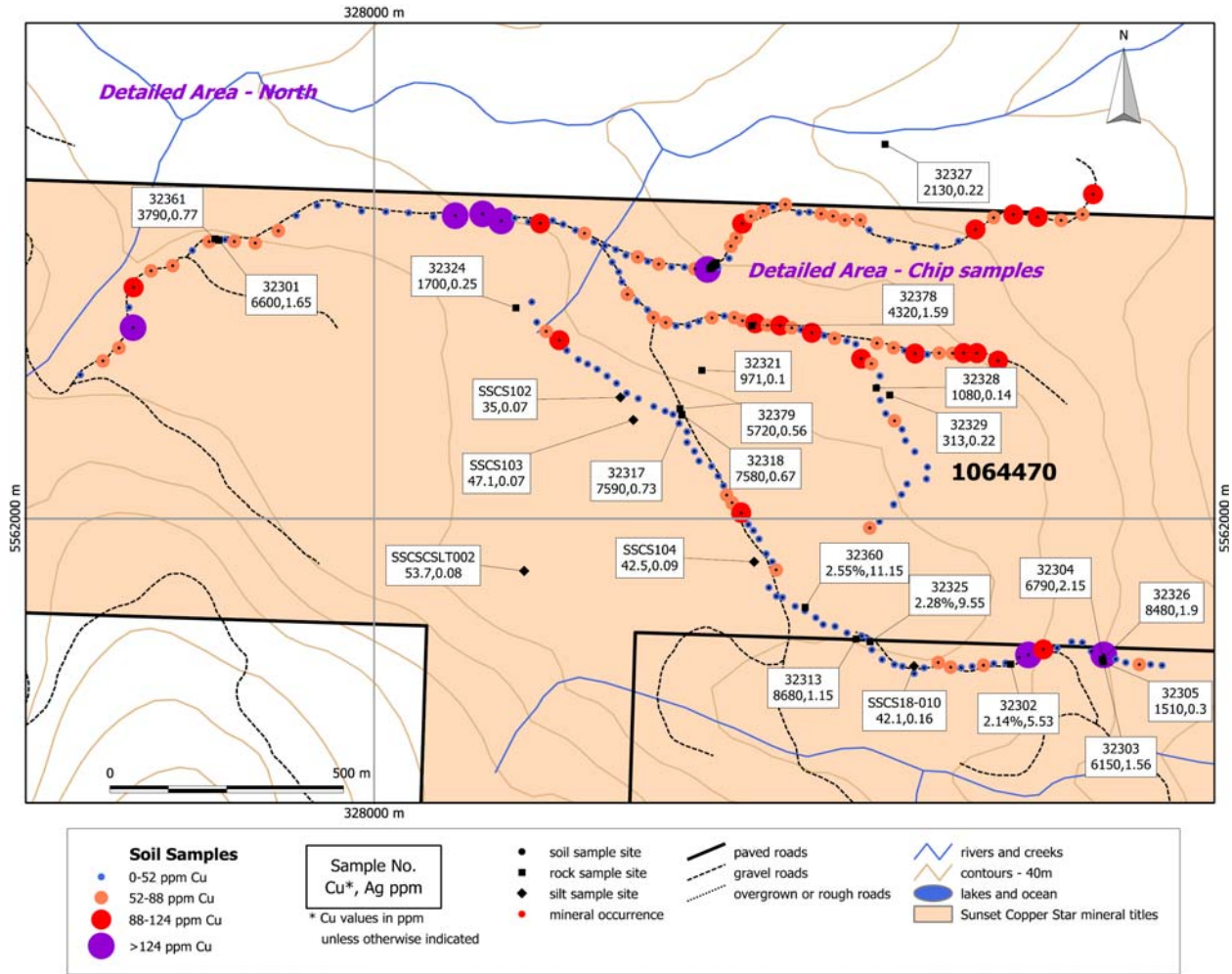


Figure 7. Proportional symbol plot showing results for Cu (ppm) in soils and results for rock and silt samples, north half of the Sunset Copper Star Property. Map produced by D.G. MacIntyre using analytical results from ALS laboratories, January 2019.

Rock, soil and silt samples collected by Rich River in 2018 were shipped to ALS Minerals laboratories in North Vancouver and were analyzed for 36 elements using an Aqua Regia digestion and an Inductively Coupled Plasma Mass Spectrometry (ICP-MS) finish. Ore grade samples returning values greater than the upper detection limit of the ICP-MS method were also analyzed by Inductively Couple Plasma Atomic Emission Spectrometry (ICP-AES) to quantify the concentration of ore grade material.

Soil Samples

The location of the 190 soil samples collected in 2018 is shown in Figure 7. Samples were collected along existing logging roads at roughly 50 metre intervals. Proportional symbol size and colour is used to highlight anomalous samples. Table 3 is a summary of statistics for these samples. The main elements of interest on the Property are Cu and Ag. For Cu, soil samples returned values ranging from 6.5 to 267 ppm Cu, with a mean value of 52.25 ppm Cu. As shown in Figure 7 there is a cluster of anomalous samples along the logging road that parallels the north boundary of the Property and a number of weaker single sample soil anomalies on connecting roads. Two moderately anomalous soil samples occur in an area of new copper showings located on the easternmost spur road but overall anomalous soil samples do not necessarily correlate with the occurrence of mineralized rock samples. For example, soil samples collected near rock samples 32360, 32325 and 32313, all of which returned high copper values, only contained background Cu concentrations (Figure 7). Ag values for soil samples did not define any obvious target areas with random anomalies spread throughout the area of sampling.

Table 3. Summary statistics for 2018 soil samples (N=190).

Element	Min	Max	Median	Ave.	95 th pct	98 th pct	N>d.l.
Ag ppm	0.01	0.37	0.06	0.08	0.18	0.22	190
Al %	0.7	9.74	3.31	3.56	6.46	7.93	190
As ppm	0.3	15.3	2.7	3.13	5.90	6.87	190
Au ppm	0.05	0.05	0.05	0.05	0.05	0.05	1
B ppm	0	0	0	0.00	0.00	0.00	0
Ba ppm	10	100	20	23.68	45.50	50.00	190
Be ppm	0.08	1.21	0.34	0.35	0.62	0.73	190
Bi ppm	0.03	0.74	0.14	0.16	0.42	0.53	190
Ca %	0.18	2.49	0.46	0.57	1.33	1.68	190
Cd ppm	0.03	0.36	0.1	0.12	0.29	0.33	190
Ce ppm	2.89	26.7	8.79	9.94	20.16	22.39	190
Co ppm	2.4	171.5	9.65	15.69	42.95	86.41	190
Cr ppm	20	259	49	55.41	100.10	131.84	190
Cs ppm	0.16	2.68	0.59	0.66	1.34	1.70	190
Cu ppm	6.5	267	43.75	52.25	113.83	152.50	190
Fe %	2.5	12.85	4.685	5.05	8.31	9.31	190
Ga ppm	6.18	26.1	11	11.70	18.77	20.61	190
Ge ppm	0.05	0.14	0.06	0.06	0.09	0.10	129
Hf ppm	0.05	0.94	0.18	0.23	0.60	0.71	190
Hg ppm	0.02	0.45	0.12	0.14	0.26	0.37	190
In ppm	0.015	0.095	0.036	0.04	0.07	0.08	190
K %	0.01	0.09	0.02	0.02	0.05	0.06	190
La ppm	1.4	13.4	3.7	4.16	7.36	7.94	190
Li ppm	0.6	30.9	7.35	7.95	14.66	17.45	190
Mg %	0.06	1.39	0.265	0.30	0.60	0.71	190
Mn ppm	73	5480	305.5	565.09	1577.00	3492.00	190
Mo ppm	0.23	37.9	0.725	1.03	1.78	2.10	190
Na %	0.01	0.04	0.02	0.02	0.03	0.03	180
Nb ppm	0.53	5.43	2.83	2.90	4.49	4.78	190
Ni ppm	4.5	88.3	13.25	15.30	31.78	37.59	190
P ppm	140	6030	690	976.42	2846.50	3898.80	190
Pb ppm	0.8	37.5	5.5	7.57	21.16	25.27	190
Rb ppm	0.6	6.9	2.3	2.60	5.30	6.04	190
Re ppm	0.001	0.001	0.001	0.00	0.00	0.00	45
S %	0.01	0.22	0.04	0.04	0.08	0.09	189
Sb ppm	0.08	1.05	0.23	0.27	0.60	0.67	190
Sc ppm	1.5	24.8	6.4	7.40	15.04	20.47	190
Se ppm	0.2	6	1.1	1.35	3.25	4.04	186
Sn ppm	0.2	2.8	0.8	0.90	1.80	2.10	190
Sr ppm	4.6	207	9.9	12.26	19.22	24.48	190
Ta ppm	0.01	0.12	0.03	0.04	0.07	0.08	187
Te ppm	0.01	0.33	0.03	0.05	0.12	0.20	184
Th ppm	0.3	3	0.8	0.92	1.70	2.00	190
Ti %	0.082	0.895	0.3725	0.39	0.66	0.79	190
Tl ppm	0.02	0.11	0.03	0.04	0.07	0.08	170
U ppm	0.1	1.26	0.375	0.43	0.82	0.97	190
V ppm	63	444	158.5	166.22	262.40	318.20	190
W ppm	0.05	0.24	0.08	0.09	0.17	0.18	121

Element	Min	Max	Median	Ave.	95 th pct	98 th pct	N>d.l.
Y ppm	1.12	19	4.45	5.37	10.93	14.57	190
Zn ppm	14	207	40	45.91	84.00	105.30	190
Zr ppm	1.7	36.1	7.1	8.72	21.13	25.74	190

d.l. = detection limit

Silt Samples

The location of the 22 silt samples collected on the Property in 2018 is shown in Figures 7 and 8. Most samples returned low to weakly anomalous Cu and Ag values. Two samples, SSCS18-001 and SSCSCSLT001, returned statistically anomalous values for Cu of 311 and 117.5 ppm respectively. The first of these was collected up slope and on strike with the Sunset vein (Figure 8). The latter was collected near a new showing located near the eastern limit of the Property (Figure 8).

Rock Samples

A total of 66 rock samples were collected from the Property in 2018. The location of these samples is shown in Figures 7, 8, 9 and 10. Sample descriptions, location coordinates and results for Cu and Ag are given in Table 4. Copper values are reported in ppm for samples returning less than 10,000 ppm Cu. Samples that returned greater than 10,000 ppm were reanalyzed using a different analytical technique suitable for ore grade material. Of the 66 samples submitted for assay, 14 returned values greater than 10,000 ppm Cu.

A number of new showings were located in the northern part of the Property along a new logging road as shown on Figure 7. Several samples returned values greater than 2% Cu (32360, 32325, 32302). These showings are described as quartz-epidote veins with malachite staining and minor chalcopyrite. A cluster of mineralized samples (32303, 32304, 32305, 32326) with Cu values ranging from 8,480 to 1,510 ppm comprise a new showing – the Northern Sunset East Zone. Hand trenching and a 1 metre chip sample across massive stockwork epidote veins with minor copper, pyrite and malachite returned 1,510 ppm Cu. The zone sampled was observed to trend at 235 degrees and dip 55 degrees to the northwest.

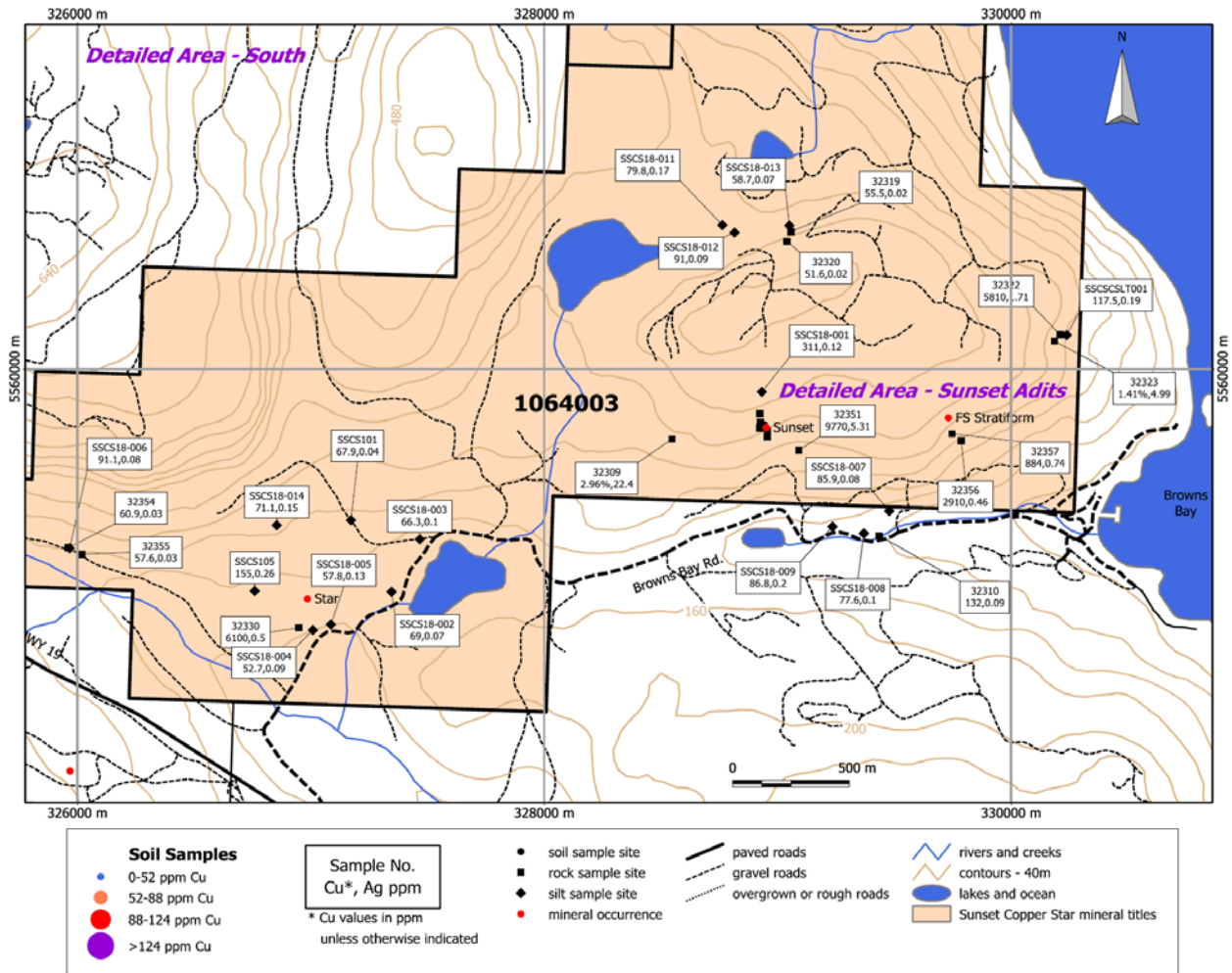


Figure 8. Location of rock and silt samples and results for Cu and Ag, south detailed area.
Map prepared by D.G. MacIntyre from ALS laboratory results and company supplied GPS sample site coordinates, January 2019.

One sample of chlorite altered basalt collected from an old blast pit at the Star showing (Figure 8) is reported to have contained native copper. This sample (32330) returned 6,100 ppm Cu.

Two samples (32322 and 32323) of chlorite altered basalt with malachite staining that were collected from outcrop in a creek gully near the eastern limit of the Property returned 5,810 ppm and 1.41% Cu respectively. This appears to be a new showing.

The best result for Cu for the rocks samples collected in 2018 was 12.2% for a sample of massive chalcocite from the upper adit at the Sunset showing (Sample 32312, Figure 9). The same sample returned the highest Ag value at 72.0 ppm. Other samples collected from waste dumps near the Sunset adits also returned high Cu and moderately high Ag values (Figure 9). These results are consistent with the reported occurrence of high grade Cu-Ag mineralization at these localities.



Figure 9. Rock sample locations and results for Cu and Ag, Sunset adits detailed area.
Map prepared by D.G. MacIntyre from ALS laboratory results and company supplied GPS sample site coordinates, January 2019.

Two grab samples (32314 and 32315) collected from a trench along the northern logging road return 1.225% and 3.72% Cu respectively (Figure 10). To test the continuity of this mineralization chip samples were collected at 1 metre intervals along a 16 metre long northwest trending sample line. The results of this chip sampling are shown diagrammatically in Figure 10. The best results were for samples 32375 and 32369 which returned 1135 ppm Cu and 0.98 ppm Ag and 758 ppm Cu and 0.37 ppm Ag respectively.

Table 4. Rock sample descriptions and results for Cu and Ag.

Area	Sample	Easting	Northing	Description	Cu*	Ag ppm
Fig. 7 North	32301	327668	5562596	Grab 10cm quartz epidote vein with blebs of chalcocite.	6600	1.65
Fig. 7 North	32302	329362	5561688	Grab 10cm quartz epidote vein in outcrop. Malachite stain and minor chalcopyrite.	2.14%	5.53
Fig. 7 North	32303	329560	5561694	25cm chip malachite stained epidote quartz vein. Mass epidote.	6150	1.56
Fig. 7 North	32304	329560	5561694	40cm chip across fine grained basalt with stringer and minor disseminated chalcopyrite malachite stain.	6790	2.15
Fig. 7 North	32305	329560	5561693	1m chip across massive stockwork epidote veins fracture filling minor chalcopyrite malachite stain. Hand trench 2m x4m vein zone 235 degree strike/-55 degree dip	1510	0.3
Fig. 7 North	32313	329031	5561742	Grab from blast quarry borrow pit. Quartz veins in sub/outcrop with blebs chalcocite and weak malachite stain.	8680	1.15
Fig. 7 North	32316	326683	5562422	Grab of stockwork epidote vein in outcrop road cut. Stringer/blebs chalcocite with malachite stain. 2m x 8m trench.	1.36%	3.55
Fig. 7 North	32317	328658	5562221	Grab of malachite stained 40m x 60m angular boulder subcrop blast pit. Numerous boulders disseminated plus fracture chalcocite with veinlet quartz. Disseminated blebs native copper near structures with copper.	7590	0.73
Fig. 7 North	32318	328658	5562223	Grab malachite stain chloritic volcanic near native copper find. Fracture veinlets with chalcocite malachite stain. Fractures close together.	7580	0.67
Fig. 7 North	32321	328701	5562317	Malachite stain outcrop	971	0.1
Fig. 7 North	32324	328303	5562451	Grab semi angular quartz float. Chlorite epidote alteration weak malachite stain.	1700	0.25
Fig. 7 North	32325	329061	5561736	Grab angular float subcrop near borrow pit. Quartz epidote veins 30cm chunk chalcocite malachite azurite chrysocolla stain. Local rock.	2.28%	9.55
Fig. 7 North	32326	329558	5561698	Northern Sunset East Zone. Quartz epidote vein. Mass epidote 30cm chalcopyrite - chalcocite bornite covellite? Trench location.	8480	1.9
Fig. 7 North	32327	329093	5562802	Grab road rip rap from new road bed. Weak malachite stain - native copper from borrow pit? Fresh blast rock.	2130	0.22
Fig. 7 North	32328	329074	5562279	Grab fresh blast rock from flooded borrow pit. Weak malachite/azurite stain and fine grained native copper.	1080	0.14
Fig. 7 North	32329	329103	5562264	Grab quartz in basalt. Pink Cu iron stain, chloritic, no visible copper.	313	0.22
Fig. 7 North	32360	328922	5561810	Grab of malachite-stained float, abundant in road surface here. Disseminated chalcopyrite, chalcocite, bornite, 5% average.	2.55%	11.15
Fig. 7 North	32361	327660	5562599	Road base boulder, 45 cm at blast pit edge. Quartz-epidotized breccia/vein in amygdaloidal basalt, itself weakly to strongly epidotized. Arsenopyrite or tetrahedrite (grey metallic) 5% in 1 to 6 cm vein. 1.5 cm thick at best part.	3790	0.77

Area	Sample	Easting	Northing	Description	Cu*	Ag ppm
Fig. 7 North	32362	328718	5562535	Chip sample start location. 1 m long chip samples centred across chalcocite-mineralized outcrop. 0-1 m	107.5	0.06
Fig. 7 North	32378	328808	5562413	Minor chalcocite and malachite in epidotic quartz fractures in non-amygdaloidal basalt. 20/-90 typical strike of fractures	4320	1.59
Fig. 7 North	32379	328654	5562235	Native copper in fresh-blasted boulders at blasted outcrop. Native copper is mostly in amygdules, but also as random blebs in plae green, chloritized amygdaloidal basalt. Chalcocite in veins in nearby float.	5720	0.56
Fig. 7 North	32380	328677	5562254	Angular float. Basalt with 2% disseminated native copper to at least 10 cm outside of quartz vein, considerable amounts of native copper in large blebs and veinlets within quartz vein, to 1 cm blobs of pure copper. Red-stained (hematite?) silicate associated with native copper in vein (Cu replacement of epidote?).	1.285%	1.51
Fig. 7 North	32382	328650	5562230	Outcrop of amygdaloidal basalt with native copper within/replacing amygdules. Weak malachite on basalt surface. Orientation or controls not discernable, outcrop needs clean-up due to logs piled on it by forrest workers.	2840	0.27
Fig. 7 North	32383	328766	5562035	Road rock float. Siliceous epidote-altered basalt, and weakly veined basalt with chalcopyrite in fractures found on road. Common here, and not uncommon along at least 500 m of road surface heading southeast.	1.055%	4.15
Fig. 7 North	32384	329652	5561698	Patchy disseminated chalcopyrite wisps and blebs in dark bluish amygdaloidal basalt	319	0.08
Fig. 8 South	32309	328547	5559699	Grab subcrop quartz in creek below adit. Brecciated quartz minor Po?	2.96%	22.4
Fig. 8 South	32310	329435	5559284	Grab float altered brecciated volcanic with hematite stain. 10% pyrite	132	0.09
Fig. 8 South	32319	329056	5560590	Quartz epidote angular float in creek. Structure along strike of adits no visible copper stain +/- 10m	55.5	0.02
Fig. 8 South	32320	329040	5560547	Grab quartz epidote vein float. No visible copper stain in creek on strike of adits +/- 12m	51.6	0.02
Fig. 8 South	32322	330210	5560147	Grab altered chloritic volcanic minor malachite stain in creek draw gully	5810	1.71
Fig. 8 South	32323	330185	5560120	Grab malachite stained volcanic stringer and disseminated covellite? Chalcocite?	1.41%	4.99
Fig. 8 South	32330	326949	5558889	Prospect Star area. Found Star showing. Native copper in chloritic volcanic rock. Old blast pit.	6100	0.5
Fig. 8 South	32351	329091	5559651	Malachite and disseminated fine-grained chalcocite in quartz-carbonate vein/breccia. 1% chalcocite. Epidote alteration, silicification of host basalt. Angular float.	9770	5.31
Fig. 8 South	32354	325961	5559232	Epidote-altered vein/breccia float, common in creek bed. No sulphides. Au?	60.9	0.03
Fig. 8 South	32355	326019	5559204	Chlorite altered amygdaloidal basalt with epidote filled fractures/veins. Trace pyrite.	57.6	0.03
Fig. 8 South	32356	329786	5559692	Quartz vein float. 1% chalcocite. Epidote, breccia.	2910	0.46
Fig. 8	32357	329747	5559723	Outcrop. Several epidote-quartz breccia veins	884	0.74

Area	Sample	Easting	Northing	Description	Cu*	Ag ppm
South				and epidote-coated slickensides. Strike 060/-90. Trace bornite.		
Fig. 8 South	32381	329030	5560635	Outcrop of dark green crystalline basalt, weakly amygdaloidal. 1 to 3 % disseminated fine magnetite grains. Highly magnetic. Brittle, hard.	145	0.02
Fig. 8 South	32385	326934	5558889	Native copper disseminated in chloritic yet siliceous amygdaloidal basalt. Very angular, possibly local float or blast rock, resting on outcrop. Five out of six 20 cm boulders here have 1 to 3 % native copper. 1 m boulder next to site with extensive malachite stains.	8670	0.76
Fig. 8 South	32386	326948	5558890	Outcrop with native copper, source of 32385 float. Blasted outcrop with numerous boulders containing native copper and malachite stains. Native copper replacing rims of amygdals, as disseminated angular nuggets, and up to 50% replacing the contents of amygdals. Amygdaloidal basalt alteration is identical to the native copper-bearing basalt at samples 32379 and 32382.	9050	0.8
Fig. 9 Sunset Adit	32306	328956	5559710	Prospect Sunset area found adit. Quartz with epidote.	5180	6.04
Fig. 9 Sunset Adit	32307	328924	5559809	Grab 1m wide quartz vein brecciated wallrock fragments in vein, minor rust.	587	0.19
Fig. 9 Sunset Adit	32308	328941	5559752	Grab white bull quartz with blebs of chalcocite and malachite stain. From large block at portal of #2 adit?	9.23%	54.4
Fig. 9 Sunset Adit	32311	328926	5559770	10cm quartz vein in outcrop above #3 adit en echelon gash vein with stringer chalcocite	4220	1.53
Fig. 9 Sunset Adit	32312	328939	5559759	Grab 10cm high grade massive chalcocite inside #2 drift small 1m crosscut. Portal of #2 adit, uppermost adit.	12.2%	72.1
Fig. 9 Sunset Adit	32352	328957	5559732	Dump rock from adit. Selected mineralized vein cobbles. 30% quartz-carbonate veining in dump rock. Some breccias/vein cobbles. Sampled material has heavy chalcocite network veinlets in quartz-carbonate vein.	1.765%	13.25
Fig. 9 Sunset Adit	32353	328940	5559750	1 m chip across vein/breccia. Trace malachite. Country rock breccia fragments to 12 cm thick, 0.5 m long within vein. 005 degree strike, vertical dip.	2160	1.85
Fig. 9 Sunset Adit	32358	328923	5559748	Considerable amounts of malachite-chalcocite-rich quartz and brecciated volcanic float in creek bed. 15 m west, along contour to upper adit, so unlikely adit is source. Chalcocite is up to 25% of 25 cm thick vein in parts	8.46%	44.6
Fig. 9 Sunset Adit	32359	328943	5559745	40 cm chip sample between large vein and adit portal. Slickensides, black-chloritic, chalcocite, weak malachite.	2.68%	15.2
Fig. 10 Chip	32314	328726	5562541	20cm grab of stockwork epidote quartz vein with stringer chalcocite and malachite stain	1.225%	4.19
Fig. 10 Chip	32315	328726	5562541	High grade grab chalcocite in epidote quartz zone. 16m x 2m trench	3.72%	12.3

Area	Sample	Easting	Northing	Description	Cu*	Ag ppm
Fig. 10 Chip	32363	328719	5562536	1-2 m	84.3	0.02
Fig. 10 Chip	32364	328720	5562536	2-3 m	48.2	0.01
Fig. 10 Chip	32365	328721	5562537	3-4 m	1100	0.49
Fig. 10 Chip	32366	328722	5562538	4-5 m	673	0.27
Fig. 10 Chip	32367	328723	5562539	5-6 m	398	0.13
Fig. 10 Chip	32368	328724	5562540	6-7 m	277	0.09
Fig. 10 Chip	32369	328725	5562541	7-8 m. Highly mineralized boulders removed from this location.	758	0.37
Fig. 10 Chip	32370	328726	5562542	8-9 m	100	0.02
Fig. 10 Chip	32371	328726	5562543	9-10 m	36.3	0.02
Fig. 10 Chip	32372	328727	5562544	10-11 m	51.7	0.02
Fig. 10 Chip	32373	328728	5562545	11-12 m	65.5	0.02
Fig. 10 Chip	32374	328729	5562545	12-13 m	101.5	0.03
Fig. 10 Chip	32375	328730	5562546	13-14 m	1135	0.98
Fig. 10 Chip	32376	328731	5562547	14-15 m	60.8	0.01
Fig. 10 Chip	32377	328732	5562548	15-16 m. End of chip sample series	244	0.36

* = values in ppm unless otherwise indicated

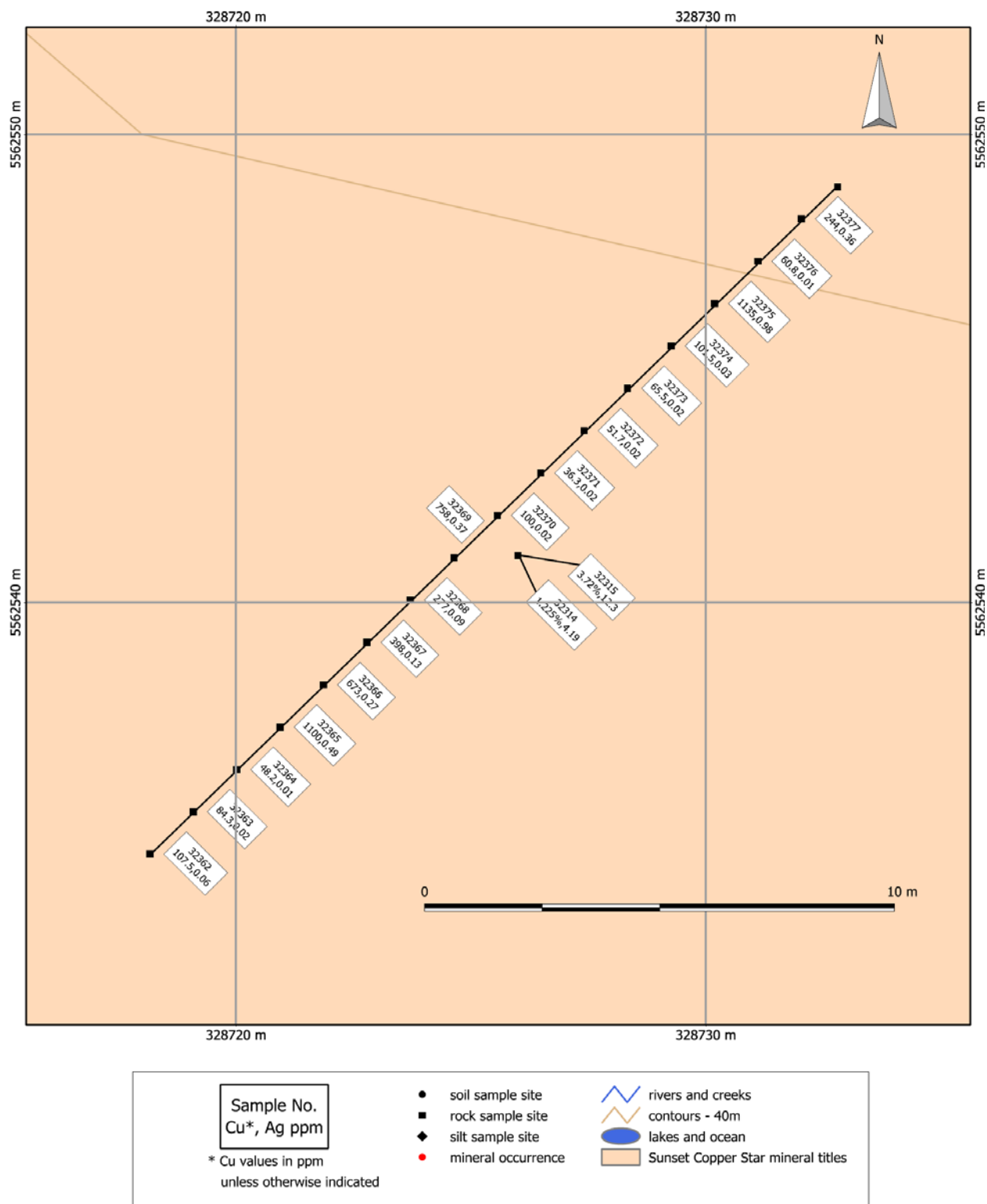


Figure 10. Sketch map showing results of detailed chip sampling. See Figure 6 for location of area sampled. Map prepared by D.G. MacIntyre, January 2019.

Drilling

There is no record of any diamond drilling being done on the Sunset Copper Star Property.

Sample Preparation, Analyses and Security

The following information describes the sample preparation, analyses and security procedures used for geochemical surveys conducted on the Property in 2018 by Rich River.

All soil and silt sample sites were marked in the field with labelled pink flagging tape. Field notes for each sample site were logged and recorded. The locations were determined using a handheld GPS. Where possible, soil samples were collected from the B soil horizon. The samples were placed in kraft paper bags and stored securely prior to shipping to the ALS Minerals laboratory ("ALS") in North Vancouver.

Rock samples collected in 2018 were placed in labelled plastic bags, with a label also placed within the bag. Field notes and GPS location coordinates were recorded for each sample sites. Both grab samples and chip samples were collected. The rock samples were shipped directly to the ALS Mineral laboratory.

The security procedures followed by personnel working on the Property in 2018 are deemed to be appropriate for the type of sampling being done. Samples were not left unattended and were kept secure in vehicles and hotel rooms until they could be shipped directly to ALS. The Author is confident that the samples were kept secure and that they were not tampered with prior to arriving at the ALS Minerals laboratory.

ALS is an ISO17025:2005 accredited analytical laboratory. At the lab, samples are crushed to 70% less than 2 millimetres in size. A 250 gram subsample is riffle split off and pulverized to better than 75% passing 75 microns. A prepared sample (0.50 grams) is digested with aqua regia in a graphite heating block. After cooling, the resulting solution is diluted with deionized water, mixed and analyzed by inductively coupled plasma-atomic emission spectrometry (ICP-AES) for 51 elements (ME MS41 package). The upper and lower ranges of values that can be determined by this method are given in Table 9. Ore grade samples containing >10,000 ppm Cu were also analyzed by ICP-AES to quantify the Cu content to a percentage level (Cu-OG46 assay procedure). For these a prepared sample is digested in 75% aqua regia for 120 minutes. After cooling the resulting solution is diluted to 100 ml with de-ionized water, mixed and analyzed by ICP-AES. The results are reported in percent rather than ppm. The upper limit for this method is 20% for Cu.

ALS performs quality assurance procedures that include repeat sampling and insertion of blank and/or standard samples for the purpose of data verification. ALS runs standards and provides re-samples at varying intervals for each sample shipment analysed. In the Author's opinion the analytical procedures used to determine the concentrations of base and precious metals in the samples submitted was appropriate. The quality control employed by ALS indicates a high level of precision and accuracy in the analytical results.

Table 5. Upper and Lower limits for ICP-AES analyses (ALS ME MS41 package)

ANALYTES & RANGES (ppm)							
Ag	0.01-100	Cs	0.05-500	Mo	0.05-10,000	Sr	0.2-10,000
Al	0.01-25%	Cu	0.2-10,000	Na	0.01%-10%	Ta	0.01-500
As	0.1-10,000	Fe	0.01%-50%	Nb	0.05-500	Te	0.01-500
Au*	0.2-25	Ga	0.05-10,000	Ni	0.2-10,000	Th	0.2-10,000
B	10-10,000	Ge	0.05-500	P	10-10,000	Ti	0.005%-10%
Ba	10-10,000	Hf	0.02-500	Pb	0.2-10,000	Tl	0.02-10,000
Be	0.05-1,000	Hg	0.01-10,000	Rb	0.1-10,000	U	0.05-10,000
Bi	0.01-10,000	In	0.005-500	Re	0.001-50	V	1-10,000
Ca	0.01%-25%	K	0.01%-10%	S	0.01%-10%	W	0.05-10,000
Cd	0.01-1,000	La	0.2-10,000	Sb	0.05-10,000	Y	0.05-500
Ce	0.02-500	Li	0.1-10,000	Sc	0.1-10,000	Zn	2-10,000
Co	0.1-10,000	Mg	0.01%-25%	Se	0.2-1,000	Zr	0.5-500
Cr	1-10,000	Mn	5-50,000	Sn	0.2-500		

Data Verification

The Author visited the Property on November 12, 2018. During this visit rock sample sites at the Sunset adit were examined (Photo 2). These were clearly marked and appropriately labelled. The rock sample sites were located in bedrock exposed in the walls of the adit. Grab samples were also taken from waste dumps at the 3 adits that were used to explore the Sunset vein back in the period 1899-1901. This material was well mineralized with visible malachite and azurite staining on fracture surfaces (Photo 3). Chalcopyrite and pyrite were observed in sheared and brecciated quartz veins and as disseminations. The material being collected at the sample sites that were examined was representative of the extent and intensity of mineralization observed at each site. The analytical results for these samples are consistent with the intensity of mineralization observed in outcrop. The Author also independently took GPS readings at each site as a check on the location accuracy being recorded by field personnel. The results were nearly identical. Overall, the density and distribution of sample sites was adequate for the purpose of showing the extent and grade of mineralization exposed on surface.



Photo 2. Craig Lynes at the lower Sunset adit. Photo taken by the Author, November 12, 2018.



Photo 3. Green malachite staining at sample site 32306, lower Sunset adit. This sample site returned 5,100 ppm Cu and 6.04 ppm Ag. Photo taken by the Author, November 12, 2018.

Mineral Processing and Metallurgical Testing

There is no record of any mineral processing or metallurgical testing having been done on samples from the Sunset Copper Star Property.

Mineral Resource and Mineral Reserve Estimates

There has not been sufficient drilling to determine the subsurface extent and overall grade of mineralization on the Sunset Copper Star Property. Therefore, there are no mineral resource estimates for the Property.

Adjacent Properties

There are no significant mineral properties adjacent to the Sunset Copper Star Property.

Other Relevant Data and Information

The Author has reviewed all public and private reports pertaining directly to the Property. The Author is not aware of any additional sources of information that might significantly change the conclusions presented in the Technical Report.

Interpretation and Conclusions

Work done on the Sunset Copper Star Property in 2018 has confirmed the presence of a number of high grade Cu+/-Ag showings hosted by Upper Triassic Karmutsen basalt. These showings are best classified as Cu-Ag vein showings (B.C. Mineral Deposit Profile I06) and may be related to emplacement of a granodioritic intrusion in mid Jurassic time. Although this intrusion is not exposed on surface it may underlie the Property at depth. Alternatively, the Sunset Copper Star Property showings could be related to hydrothermal activity directly associated with eruption of Karmutsen volcanics. Clearly, the showings on the Property are emplaced along fractures or faults that have subsequently been disrupted by post mineral shearing. The timing of this shearing is currently unknown but could be quite recent.

The showings found to date, although of relatively high grade, are not of sufficient size to support a mining operation. Future work on the Property needs to focus on locating an area where the density of veining is sufficient to support a small open pit operation or alternatively to locate a vein that is of sufficient width and continuity to support an underground mining operation. One target that should be considered is the possibility that sedimentary layers within the volcanic succession might host volcanogenic massive sulphide lenses. The Karmutsen volcanics exposed on the Property are pillowed which indicates eruption in a submarine environment. This is a favourable environment for the formation of volcanogenic massive sulphide deposits which are associated with seafloor hot spring activity. The FS Stratiform showing is described as disseminated copper mineralization in limy sedimentary rocks. This sedimentary horizon might be a potential host for stratiform massive sulphide lenses. According to previous descriptions this sedimentary horizon is flat lying to gently dipping and occurs within a sequence of massive pillow basalt flows. Attempts should be made to follow the surface trace of this unit and any other sedimentary horizons within the volcanic sequence. This could involve detailed mapping and close space soil sampling.

Soil sampling has detected an area of anomalous concentrations of Cu along the northernmost logging road. The significance of these anomalies is difficult to determine as the samples were only taken along the road and the extent of anomalous soils beyond the road is unknown. This area should be covered by a soil sampling grid.

Recommendations

In the Author's opinion the discovery of new showings on the Sunset Copper Star Property in 2018 warrants additional follow up work. New logging roads continue to expose new occurrences of Cu-Ag veins. Following up on the work done in 2018, the Author recommends a Phase 1 exploration program focussed on additional soil sampling and prospecting targeting the projected surface trace of interflow sedimentary layers near the FS Stratiform showing and the area of new showings and anomalous soil samples located in the northern part of the Property. It is recommended that soil sampling grids with line spacing of 50 metres and sample intervals of 25 metres be established in the aforementioned target areas. Given the density of underbrush it may be necessary to cut lines in order to facilitate sampling. Depending on the results of the recommended soil sampling surveys a Phase 2 program would involve

additional work in the form of IP or EM ground geophysics. The projected costs for the recommended work program are given in Table 6.

Table 6. Projected costs for proposed exploration program, Sunset Copper Star Property

PHASE 1

Expense	No. of Units	Units	Unit cost	Total
Mob/Demob	10	person days	\$500	\$5,000
Line cutting	20	person days	\$500	\$10,000
Soil sampling	60	person days	\$500	\$30,000
Geophysics	64	person days	\$500	\$32,000
Camp costs – food & lodging	120	person days	\$100	\$12,000
Soil sample Analyses	300	analyses	\$30	\$9,000
Report preparation	10	days	\$600	\$6,000
			Total	\$104,000

PHASE 2

Expense	No. of Units	Units	Unit cost	Total
Geophysical surveys	400	Person days	\$500	\$200,000
Per diem costs	240	Person days	\$100	\$24,000
Analytical	300	analyses	\$30	\$9,000
Geologists/camp manager	30	Person days	\$600	\$18,000
Report preparation	10	days	\$600	\$6,000
			Total	\$257,000
			TOTAL PHASE 1 + 2	\$361,000

USE OF PROCEEDS

Proceeds

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia and Alberta. If all of the Common Shares offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be \$350,000 (assuming no exercise of the Over-Allotment Option).

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000. The Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus. If the minimum subscription is not completed within the distribution period for the Offering, all subscription monies will be returned to Subscribers without interest or deduction.

Funds Available

The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Common Shares offered hereby will be \$350,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of \$80,000, the Agent's Commission of \$35,000 and the balance of the Corporate Finance Fee of \$30,000 and including estimated working capital as at April 30, 2019, of \$105,559, are estimated to be \$310,559.

Principal Purposes

Expenses	Funds to be Used
To pay the estimated cost of the recommended Phase 1 exploration program and the budget on the Sunset Copper Star Property as outlined in the Technical Report ⁽¹⁾	\$104,000
To provide funding sufficient to meet administrative costs for 12 months	\$88,000 ⁽²⁾
To provide general working capital to fund the Issuer's ongoing operations ⁽³⁾	\$118,559
TOTAL:	\$310,559

Notes:

(1) See "Narrative Description of the Business – Recommendations" above for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Sunset Copper Star Property. Additional financing will be required to pay the cost of the recommended Phase 2 exploration program on the Sunset Copper Star Property as outlined in the Technical Report.

(2) The Issuer anticipates that \$36,000 will be paid as management fees to a private company. See the "Administrative Expenses" table below.

(3) The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. In the event of exercise of the Over-Allotment Option, the Issuer will use the proceeds for general working capital and in part, to fund Phase 2 of the recommended exploration program on the Sunset Copper Star Property.

Upon completion of the Offering, the Issuer's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Estimated administrative expenditures for the 12 months following completion of the Offering are comprised of the following:

Administrative Expenses	Funds to be Used
Office Rent	\$12,000
Management and Administration Services	\$36,000
Miscellaneous Office and Supplies	\$6,000
Transfer Agent	\$4,000
Legal	\$5,000
Accounting and Audit	\$25,000
TOTAL:	\$88,000

Since its incorporation on November 6, 2018, the Issuer has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Phase 1 exploration program on the Sunset Copper Star Property. Although the Issuer has allocated \$88,000 (as above) from the Offering to fund its ongoing operations for a period of 12 months, thereafter, the Issuer will be reliant on future equity financings for its funding requirements.

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary.

Until required for the Issuer's purposes, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper. The Issuer's Chief Financial Officer will be responsible for the investment of unallocated funds.

In the event of exercise, in full, of the Over-Allotment Option, potential additional gross proceeds totalling \$52,500 will be added to the Issuer's general working capital to be used, in part, to fund the Issuer's ongoing operations and, in part, to fund the recommended Phase 2 exploration program, in the event such program is proceeded with.

Stated Business Objectives and Milestones

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

- (a) obtain a listing of its Common Shares on the Exchange; and
- (b) conduct the Phase 1 exploration program on the Sunset Copper Star Property recommended in the Technical Report.

The listing of the Common Shares on the Exchange is subject to the Issuer fulfilling all of the requirements of the Exchange and is expected to occur shortly before completion of the Offering. Upon completion of the Offering, the Phase 1 exploration program is expected to be conducted in the fall of 2019, depending on the weather.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Financial Information

The Issuer was incorporated in the province of British Columbia on November 6, 2018. The following table summarizes selected information from the Issuer's audited financial statements for the period ended January 31, 2019.

	Period Ended January 31, 2019 (audited)
Total revenues	Nil
Exploration expenditures	\$92,996
Management fees	\$8,400 ⁽¹⁾
Professional fees	\$17,808
General and administrative expenses	\$2,134
Rent	\$3,180
Share-based payments	\$30,000
Net Loss	(\$62,497)
Basic and diluted loss per common share	(0.01)
Total assets	\$236,892
Long-term financial liabilities	Nil
Cash dividends per share	Nil

Notes:

(1) Management services fees paid to an arm's-length private company, Matalia Investments Ltd. Matalia Investments Ltd. is not a related party of the Issuer.

Dividends

There are no restrictions that would prevent the Issuer from paying dividends on the Common Shares, however, the Issuer has neither declared nor paid any dividends on its Common Shares since incorporation and has not established any dividend or distribution policy. The Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

Period ended January 31, 2019

The following discussion of the operating results and financial position of the Issuer should be read in conjunction with the audited financial statements and related notes for the period ended January 31, 2019. The financial statements are included in this Prospectus under Schedule "B" and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") is quoted in Canadian dollars. The effective date of this management's discussion and analysis is May 30, 2019.

During the financial period ended January 31, 2019, the Issuer reported nil revenue and a net loss of (\$62,497) (\$0.01 per Common Share). The Issuer incurred \$17,808 for professional fees and \$2,134 for office expenses during the financial period. The Issuer also paid an aggregate amount of \$8,400 in management fees to an arm's-length private company.

During the financial period ended January 31, 2019, the Issuer incurred exploration expenditures in the aggregate amount of \$92,996 which was comprised of a \$5,000 initial payment for the first 51% interest to Rich River pursuant to the Property Option Agreement and \$87,996 for sampling work conducted on the Sunset Copper Star Property and the geochemical analysis of such samples. Please see "Liquidity and Capital Resources" below for further information.

The Issuer received \$254,001 in gross proceeds for shares issued, all of which was received for shares issued in the period ended January 31, 2019. The Issuer issued 2,000,000 Common Shares to founders of the Issuer at a price of \$0.005 per share for gross proceeds of \$10,000. The fair value of the 2,000,000 Common Shares was estimated to be \$40,000. As a result, the Issuer recorded share-based payments of \$30,000.

As of the date of this Prospectus, the Company has granted 800,000 stock options, each option exercisable for one common share at a price of \$0.10 per share to its directors and officers.

Liquidity and Capital Resources

During the first year after completion of this Offering, the Issuer estimates that the aggregate annual cost of general administration for its operations will be approximately \$88,000. See "Use of Proceeds" above. The net proceeds from the Offering should be sufficient to fund the Issuer's operations for at least a period of 12 months. There are no other capital expenditures to be incurred by the Issuer during the period.

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its operations. As of January 31, 2019, its capital resources consisted of a cash balance of \$128,584 and amounts receivable of \$5,312. The Issuer also had an accounts payable balance of \$15,388. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer's sole property is the Sunset Copper Star Property located near Campbell River, British Columbia, consisting of two contiguous mineral tenures. The Issuer has the option of acquiring a 100% interest in the Sunset Copper Star Property, subject to a 3% NSR royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the period ended January 31, 2019, the Issuer incurred \$92,996 in exploration and evaluation asset expenditures comprised of a \$5,000 initial payment for the first 51% interest to Rich River pursuant to the Property Option Agreement and \$87,996 for sampling work conducted on the Sunset Copper Star Property and the geochemical analysis of such samples. In order to exercise the Option under the Property Option Agreement, the Issuer is required to pay \$5,000 on the Listing Date, and thereafter is not required to make any exploration expenditures on the Sunset Copper Star Property or make further payments of cash installments to the Optionors until 12 months after the Listing Date of the Common Shares under this Offering. For a summary of the Issuer's payment and exploration expenditure obligations under the Property Option Agreement, see "General Development of the Business" above. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of April 30, 2019, the Issuer had a working capital of \$105,559. The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance the Sunset Copper Star Property through further exploration in order to bring the Sunset Copper Star Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going-concern basis, which implies that the Issuer will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Issuer were unable to achieve and maintain profitable operations.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of common shares without par value. As of the date of this Prospectus, 9,700,001 Common Shares were issued and outstanding as fully paid and non-assessable shares.

Common Shares

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

Compensation Options

The Issuer has also agreed to grant to the Agent, Compensation Options entitling the Agent to purchase that amount of Common Shares as is equal to 10% of Common Shares to be issued pursuant to this Offering, with an exercise price that is equal to the Offering Price.

Additional Common Shares

The Issuer has also agreed to issue 100,000 Corporate Finance Fee Shares to the Agent as part of the Corporate Finance Fee (see "Plan of Distribution" below) and 100,000 Common Shares to Rich River on the Listing Date in respect of the Sunset Copper Star Property. See "General Development of the Business" above and "Plan of Distribution" below.

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Issuer's capitalization since incorporation and after giving effect to the Offering:

Description	Authorized Amount	Authorized at the date of this Prospectus	Outstanding as at January 31, 2019 (Audited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to this Offering (Unaudited) ⁽¹⁾⁽²⁾
Common Shares	Unlimited	Unlimited	9,700,001	9,700,001	13,400,001
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) As partial consideration for the sale of Common Shares pursuant to this Prospectus, the Issuer has agreed to grant the Agent Compensation Options entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Common Shares issued pursuant to this Offering, including any Common Shares sold under the Over-Allotment Option. The Compensation Options may be exercised at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day. This Prospectus qualifies the distribution of the Compensation Options and Corporate Finance Fee Shares to the Agent to the extent that such Compensation Options and Corporate Finance Fee Shares constitute as Qualified Compensation Securities. The Common Shares issuable on exercise of the Compensation Options and Over-Allotment Option are not reflected in these figures.
- (2) Includes the 100,000 Common Shares to be issued to Rich River in respect of the Sunset Copper Star Property and the 100,000 Corporate Finance Fee Shares to be issued to the Agent as part of the Corporate Finance Fee.

OPTIONS TO PURCHASE SECURITIES

The Stock Option Plan was approved by the Issuer's directors on May 1, 2019. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "eligible persons") of the Issuer and of its affiliates and to closely align the personal interests of such eligible persons with the interests of the Issuer and its shareholders.

The Stock Option Plan provides that so long as the Issuer is a non-reporting issuer, the maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan shall be that number equal to 15% of the Issuer's then issued share capital on the date on which an option is granted.

From the date that the Issuer becomes a reporting issuer with its Common Shares listed on a stock exchange (in this section, the "Listing Date"), the Stock Option Plan provides that the aggregate number of Common Shares reserved for issuance will be 10% of the number of Common Shares of the Issuer issued and outstanding from time to time.

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

Options may be granted under the Stock Option Plan to such eligible persons of the Issuer and its affiliates, if any, as the Board may from time to time designate, including, but not limited to directors, senior officers, employees of the Issuer, consultants (as defined in National Instrument 45-106 – *Prospectus Exemptions*), employees of an external management company or a corporation controlled by a consultant of the Company and its subsidiaries, or an eligible charitable organization. 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 Issuer's shares on the Exchange on (i) the trading day prior to the date of grant of the Options and (ii) the date of grant of such Options. The Stock Option Plan provides that after the Listing Date, the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Issuer. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than 10 years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

The following table sets out information about the Options issued and outstanding pursuant to the Stock Option Plan as of the date hereof:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
All executive officers and past executive officers as a group (2 persons)	Common Shares	400,000	\$0.10	May 1, 2024
All directors and past directors who are not also executive officers as a group (2 persons)	Common Shares	400,000	\$0.10	May 1, 2024

Compensation Options

The Issuer will issue to the Agent, Compensation Options for the purchase of up to that number of Common Shares as is equal to 10% of the Common Shares of the Issuer issued pursuant to the Offering, including any Common Shares sold under the Over-Allotment Option, exercisable at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day.

PRIOR SALES

The following table summarizes the sales of securities of the Issuer prior to the date of this Prospectus:

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Issuer
November 6, 2018	\$1.00	1	\$1.00
November 14, 2018	\$0.005	2,000,000	\$10,000.00
November 21, 2018	\$0.02	4,100,000 ⁽¹⁾	\$82,000.00
November 23, 2018	\$0.02	600,000	\$12,000.00
December 10, 2018	\$0.05	400,000	\$20,000.00
January 29, 2019	\$0.05	2,600,000	\$130,000.00
TOTAL:		9,700,001	\$254,001.00

Note:

(1) Of which 4,100,000 shares were issued as flow-through Common Shares.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals (as defined below) are required to be held in escrow in accordance with the escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Issuer are subject to the escrow requirements set out in National Policy 46-201 – *Escrow for Initial Public Offerings*.

Principals include all persons or companies that, on the completion of the Offering, fall into one of the following categories:

- (a) directors and senior officers of the Issuer, as listed in this Prospectus;
- (b) promoters of the Issuer during the two years preceding this Offering;
- (c) those who own and/or control more than 10% of the Issuer's voting securities immediately after

completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Issuer or of a material operating subsidiary of the Issuer;

- (d) those who own and/or control more than 20% of the Issuer's voting securities immediately after completion of this Offering; and
- (e) associates and affiliates of any of the above.

The Principals of the Issuer are James Walchuck, Mark Lotz, Sorin Posescu and Christopher Little.

The Issuer is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators and if the Issuer achieves "established issuer" status during the term of the Escrow Agreement (as defined below), 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 Issuer had originally been classified as an established issuer.

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

- (a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Issuer or of a material operating subsidiary, with approval of the Board of Directors;
- (b) transfers to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities;
- (c) transfers to a person or company that after the proposed transfer will (i) hold more than 10% of the voting rights attached to the Issuer's outstanding securities; and (ii) has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries;
- (d) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;
- (e) transfers upon bankruptcy to the trustee in bankruptcy;
- (f) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; or
- (g) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	No. of Escrowed Common Shares⁽¹⁾⁽²⁾	Percentage of Common Shares (After Giving Effect to the Offering)⁽³⁾⁽⁴⁾⁽⁵⁾
James Walchuck ⁽⁶⁾	1,000,001 owned beneficially and of record	7.46%
Sorin Posescu ⁽⁷⁾	1,000,000 owned beneficially and of record	7.46%
Christopher Little ⁽⁸⁾	100,000 owned beneficially	0.75%

Notes:

- (1) Such Common Shares have been deposited in escrow with the Escrow Agent.
- (2) Pursuant to an escrow agreement (the "Escrow Agreement") dated effective May 24, 2019, among the Issuer, the Escrow Agent and the Principals of the Issuer, the Principals agreed to deposit in escrow their Common Shares (the "Escrowed Securities") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every 6-month interval thereafter, over a period of 36 months.
- (3) Does not include exercise of Compensation Options or Over-Allotment Option.
- (4) Includes the 100,000 Corporate Finance Fee Shares and the 100,000 Common Shares to be issued to Rich River; in result, the aggregate number of issued and outstanding Common Shares after completion of the Offering would total 13,400,001 Common Shares.
- (5) Assumes that none of the principal shareholders purchase any Common Shares under the Offering.
- (6) Mr. Walchuck will hold 7.93% of the Common Shares on a fully-diluted basis and after giving effect to the Offering, the issuance of the Corporate Finance Fee Shares, the 100,000 Common Shares to the Optionors, the exercise of all 800,000 stock options, the exercise of all 402,500 potential Compensation Options (assuming the exercise of the Over-Allotment Option) and the Over-Allotment Option.
- (7) Mr. Posescu will hold 7.93% of the Common Shares on a fully-diluted basis and after giving effect to the Offering, the issuance of the Corporate Finance Fee Shares, the 100,000 Common Shares to the Optionors, the exercise of all 800,000 stock options, the exercise of all 402,500 potential Compensation Options (assuming the exercise of the Over-Allotment Option) and the Over-Allotment Option.
- (8) Mr. Little will hold 1.98% of the Common Shares on a fully-diluted basis and after giving effect to the Offering, the issuance of the Corporate Finance Fee Shares, the 100,000 Common Shares to the Optionors, the exercise of all 800,000 stock options, the exercise of all 402,500 potential Compensation Options (assuming the exercise of the Over-Allotment Option) and the Over-Allotment Option.

Shares Subject to Resale Restrictions

Those securities which are issued to the Agent and which do not constitute Qualified Compensation Securities will be subject to a four month and one day hold period, in accordance with applicable securities laws.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Issuer's Common Shares except for the following:

Prior to the Offering			After Giving Effect to the Offering		
Name	Number of Common Shares Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held ⁽¹⁾⁽²⁾	Percentage of Common Shares Held ⁽³⁾
James Walchuck	1,000,001 owned beneficially and of record	10.31%	1,000,001 owned beneficially and of record	7.46%	7.93% ⁽⁴⁾
Sorin Posescu	1,000,000 owned beneficially and of record	10.31%	1,000,000 owned beneficially and of record	7.46%	7.93% ⁽⁵⁾
Gerhard Daniel Schieber	1,200,000 owned beneficially and of record	12.37%	1,200,000 owned beneficially and of record	8.96%	7.93%
Martin Alexander Wurm	1,200,000 owned beneficially and of record	12.37%	1,200,000 owned beneficially and of record	8.96%	7.93%

Prior to the Offering			After Giving Effect to the Offering		
Name	Number of Common Shares Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held ⁽¹⁾⁽²⁾	Percentage of Common Shares Held ⁽³⁾
A. Salman Jamal	1,000,000 owned beneficially and of record	10.31%	1,000,000 owned beneficially and of record	7.46%	6.61%
Rick Van Mieuwenhuyse	1,000,000 owned beneficially and of record	10.31%	1,000,000 owned beneficially and of record	7.46%	6.61%

Notes:

(1) Does not include exercise of Compensation Options or the Over-Allotment Option.

(2) Includes the 100,000 Corporate Finance Fee Shares and the 100,000 Common Shares to be issued to the Optionors.

(3) On a fully-diluted basis, assuming completion of the Offering, the issuance of the Corporate Finance Fee Shares, the 100,000 Common Shares to the Optionors, the exercise of all 800,000 stock options, and the exercise of all 402,500 potential Compensation Options (assuming the exercise of the Over-Allotment Option) and the Over-Allotment Option.

(4) Includes the exercise of 200,000 stock options held by Mr. Walchuck.

(5) Includes the exercise of 200,000 stock options held by Mr. Posescu.

DIRECTORS AND OFFICERS

The following table provides the names, provinces of residence, positions, principal occupations and the number of voting securities of the Issuer that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
James Walchuck⁽¹⁾ British Columbia, Canada <i>Chief Executive Officer, President, and Director</i>	Chief Executive Officer, President and Director since November 6, 2018	President and Chief Executive Officer of Zinc One Resources Inc. and Encanto Potash Corp., respectively.	1,000,001 10.31%
Mark Lotz British Columbia, Canada <i>Chief Financial Officer and Corporate Secretary</i>	Chief Financial Officer and Corporate Secretary since November 6, 2018	Accountant and director and officer of several companies in various industries, including the mining industry.	Nil

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Sorin Posescu⁽¹⁾ British Columbia, Canada <i>Director</i>	Director since November 6, 2018	Chief Executive Officer of SolidusGold Inc. and Vice President Exploration for Brixton Metals Corp.	1,000,000 10.31%
Christopher Little⁽¹⁾ British Columbia, Canada <i>Director</i>	Director since November 6, 2018	Lawyer, President of Little Law Corporation since January 2018; Associate at Bacchus Law Corporation (March 2009 to December 2017).	100,000 1.03%

Note:

(1) Denotes a member of the Audit Committee of the Issuer.

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

The Issuer has one committee, the audit committee, comprised of James Walchuck, Sorin Posescu and Christopher Little (Chairperson).

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

James Walchuck, Chief Executive Officer, President and Director

Mr. Walchuck is the Chief Executive Officer, President and a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served the Issuer as Chief Executive Officer, President and a director since November 6, 2018. He will devote approximately 20% of his time to the affairs of the Issuer. His responsibilities with the Issuer in his capacity as Chief Executive Officer and President include managing day-to-day operations of the Issuer, executing policies implemented by the Board of Directors and reporting back to the Board.

Mr. Walchuck is an experienced mining engineer having over 37 years of national and international experience in the minerals industry, including work in North America, Slovakia, the United Kingdom, Ghana, and Tanzania. Recently, Mr. Walchuck served as the CEO and a director of Encanto Potash Corp. and Zinc One Resources Inc. Mr. Walchuck is a graduate of Dalhousie University, in Halifax, Nova Scotia, with a B.Sc.(1977), and holds a B.Eng (Mining) from the Technical University of Nova Scotia (1979). Mr. Walchuck also held his P.Eng designation in Ontario from 1979-2018, and obtained his P.Eng designation in British Columbia in 2005.

Mr. Walchuck is an independent contractor of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 63 years of age.

Mark Lotz, Chief Financial Officer and Corporate Secretary

Mr. Lotz is the Chief Financial Officer and Corporate Secretary of the Issuer and provides his services to the Issuer on a part time basis. He has served the Issuer as Chief Financial Officer and Corporate Secretary since November 6, 2018. He will devote approximately 10% of his time to the affairs of the Issuer. In his capacity as Chief Financial Officer, Mr. Lotz reports to the President and Chief Executive Officer of the Issuer regarding strategic and tactical matters as they relate to budget management, cost-benefit analysis, forecasting needs and securing adequate funding.

Mr. Lotz is a businessman and provides management consulting and corporate finance services to public and private companies. He has several years of experience with reporting issuers, and currently serves as a director of Golden

Raven Resources Ltd., Logan Resources Ltd., Teal Valley Health Inc. (formerly Radiant Health Care Inc.), Vodus Pharmaceuticals Inc and Golden Lake Exploration Inc.

Mr. Lotz is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 55 years of age.

Sorin Posescu, *Director*

Mr. Posescu has been a director of the Issuer since November 6, 2018 and provides his services to the Issuer on a part-time basis. He will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Posescu is a professional geologist with more than 20 years of experience in natural resources exploration and development. Mr. Posescu has worked for major to junior resource companies throughout Europe, the United States and Canada, including NovaGold Resources Inc., OMV-Petrom S.A. and Brixton Metals Corporation. Mr. Posescu obtained a Bachelor Degree in geology from the Oil and Gas University, Ploiesti, Romania and is a member in good standing with the Association of Professional Engineers and Geoscientists of British Columbia and the Association of Professional Geoscientists of Ontario.

Mr. Posescu is not an independent contractor or employee of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 45 years of age.

Christopher Little, *Director*

Mr. Little is a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served as a director of the Issuer since November 6, 2018, and will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Little is a lawyer and the owner of Little Law Corporation, a North Vancouver-based boutique corporate and securities law firm. Prior to forming Little Law Corporation, Mr. Little spent 10 years practicing with a boutique corporate/securities firm located in downtown Vancouver. Mr. Little has experience working with public companies and is currently a director of New Energy Metals Corp. He obtained his LL.B. from the University of British Columbia, Peter A. Allard School of Law in 2007.

Mr. Little is not an independent contractor or employee of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 39 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge and except as disclosed below:

- (a) no existing or proposed director, executive officer or promoter of the Issuer is as of the date hereof, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director or executive officer of that company, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days;
- (b) no existing or proposed director, executive officer or promoter of the Issuer is as of the date hereof, or within the ten years prior to the date hereof ceased to be a director or executive officer of any other company that, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the director, executive officer or promoter ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in the capacity as director or executive officer; and
- (c) no existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is as of the date hereof, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in that capacity, or within a year of that person ceasing to act in

that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On September 1, 2016, at a time when James Walchuck was a director and/or officer of Tanzania Minerals Corp. ("Tanzania"), a cease trade order was issued to Tanzania by the British Columbia Securities Commission, for its failure to file annual audited financial statements, an interim financial report, certification of annual and interim filings and management's discussion and analysis for the year ended February 29, 2016 and the period ended May 31, 2016. On January 19, 2018, the cease trade order was revoked, and Tanzania subsequently resumed trading.

Penalties or Sanctions

To the Issuer's knowledge, no director or executive officer of the Issuer, or any shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

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

Conflicts of Interest

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

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

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

- (a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with Section 1.3(5) of Form 51-

102F6V under National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each a "Named Executive Officer").

During the period ended January 31, 2019, the Issuer had two individuals who were Named Executive Officers, namely (i) James Walchuck, who was appointed the Chief Executive Officer and President of the Issuer on November 6, 2018 and (ii) Mark Lotz, who was appointed Chief Financial Officer and Corporate Secretary of the Issuer on November 6, 2018.

Compensation Discussion and Analysis

In assessing the compensation of its Named Executive Officers, the Issuer does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Prospectus, the Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Issuer. The satisfactory discharge of such duties is subject to ongoing monitoring by the Issuer's directors.

The Issuer's Named Executive Officer compensation during the most recently completed financial period ended January 31, 2019 was determined and administered by the Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Issuer's Named Executive Officers and for evaluating their performance.

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of Named Executive Officer compensation. The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable junior mining companies. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Issuer's Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Issuer, including its directors, Named Executive Officers and employees and to advance the interest of the Issuer by providing such persons with additional compensation and the opportunity to participate in the success of the Issuer.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Issuer, or companies they control for the provision of management or consulting services. Such services are paid for by the Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Issuer's directors and Named Executive Officers, for the period ended January 31, 2019:

Name and principal position	Year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
James Walchuck <i>Chief Executive Officer, President and Director</i> ⁽¹⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Lotz <i>Chief Financial Officer and Corporate Secretary</i> ⁽²⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) James Walchuck was appointed Chief Executive Officer and President and a director on November 6, 2018.

(2) Mark Lotz was appointed Chief Financial Officer and Corporate Secretary on November 6, 2018.

Director Compensation Table

The table below sets out the compensation of directors that are not also Named Executive Officers of the Issuer.

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Sorin Posescu <i>Director</i> ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Little <i>Director</i> ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Sorin Posescu was appointed a director on November 6, 2018.

(2) Christopher Little was appointed a director on November 6, 2018.

External Management Companies

Of the Issuer's Named Executive Officers, neither James Walchuck nor Mark Lotz is or was an employee of the Issuer.

As of the date of this Prospectus, the Issuer has not executed any employment, consulting or management agreements with any of its directors or Named Executive Officers. The Issuer has a management services agreement with a private company, Matalia Investments Ltd.

Stock Options and Other Compensation Securities

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Issuer to achieve the longer-term objectives of the Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Issuer. See "Options to Purchase Securities" above for a description of the material terms of the Issuer's Stock Option Plan.

There were no stock options or other compensation securities granted or issued during the most recent financial year, however, as at the date of this Prospectus, there are 800,000 outstanding stock options granted to the Issuer's directors and Named Executive Officers. See "Options to Purchase Securities" above.

Proposed Compensation

During the next 12 months, the Issuer proposes to pay the following compensation to its Named Executive Officers and directors:

Name and Principal Position	Salary	All Other Compensation	Total Compensation
James Walchuck <i>Chief Executive Officer and President</i>	Nil	Nil	Nil
Mark Lotz <i>Chief Financial Officer and Corporate Secretary</i>	Nil	Nil	Nil
Sorin Posescu <i>Director</i>	Nil	Nil	Nil
Christopher Little <i>Director</i>	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Issuer or any associate of any of them, was indebted to the Issuer as at January 31, 2019, or is currently indebted to the Issuer at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 – *Audit Committees* ("NI 52-110"), NI 41-101 and Form 52-110F1 require the Issuer to disclose certain information relating to the Issuer's audit committee (the "Audit Committee") and its relationship with the Issuer's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Audit Committee are set out below:

James Walchuck	Not Independent	Financially literate ⁽²⁾
Sorin Posescu	Independent ⁽¹⁾	Financially literate ⁽²⁾
Christopher Little (Chairperson)	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements.

Relevant Education and Experience

Each member of the Issuer's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (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 Issuer's financial statements or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

James Walchuck: Mr. Walchuck is an experienced mining engineer having over 36 years of national and international experience in the minerals industry. Recently, Mr. Walchuck has served as the CEO and a director of Encanto Potash Corp. and Zinc One Resources Inc. and is familiar with the financial reporting requirements applicable to public companies in Canada.

Sorin Posescu: Mr. Posescu more than 20 years of experience in natural resources exploration and development. He has experience as a member of the audit committee of Auramex Resource Corp. and is familiar with the financial reporting requirements applicable to public companies in Canada.

Christopher Little: Mr. Little has several years of experience with mineral exploration and mining development companies. He has experience as a member of the audit committee of New Energy Metals Corp. and is familiar with the financial reporting requirements applicable to public companies in Canada.

See "Directors and Officers" above for further details.

Audit Committee Oversight

The Audit Committee was established on January 31, 2019 and will, among other things, make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer's most recently completed financial period has the Issuer relied on the exemptions in Sections 2.4, 3.2, 3.4, 3.5, 3.6 or Part 8 of NI 52-110, or an exemption from subsections 3.3(2) of NI 52-110. The Issuer is relying on the exemption in Section 6.1 of NI 52-110 regarding the composition of the audit committee and reporting obligations.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Issuer's external

auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services engaged by the Issuer. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairperson of the Audit Committee deems is necessary and the Chairperson will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration and, if thought fit, approval in writing.

External Auditor Service Fees

As of the date of this Prospectus, the Issuer has not compensated any external auditors for audit and non-audit related services provided to the Issuer.

Exemption

As per Section 223 of the *Business Corporations Act* (British Columbia), the Issuer is not a public company or a financial institution and as such, was not required to establish an Audit Committee at the first annual meeting following incorporation.

Corporate Governance

General

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Issuer. In addition, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Issuer of its corporate governance practices. This disclosure is presented below.

Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors within the meaning of NI 52-110.

The Board is currently comprised of three directors, of whom Sorin Posescu and Christopher Little are independent for the purposes of NI 52-110. James Walchuck is not independent as Mr. Walchuck serves as Chief Executive Officer and President of the Issuer. Therefore, the Board is comprised of a majority of independent directors in keeping with the composition suggested by NP 58-201, and, in order to further facilitate the exercise of independent supervision over the Issuer's management, the Board carefully examines the issues before it, consults with outside counsel and other advisors as necessary and encourages the independent directors to regularly and independently confer amongst themselves.

Directorships

Certain of the Issuer's directors are also currently directors of other reporting issuers as follows:

Name	Reporting Issuer (Exchange/Market: Trading Symbol)
James Walchuck	N/A
Sorin Posescu	SolidusGold Inc. (TSX.V: SDC) Auramex Resource Corp. (TSX.V: AUX)
Christopher Little	New Energy Metals Corp. (TSX.V: ENRG)

Board Mandate

The Board of Directors has not adopted a written mandate or code delineating the Board's roles and responsibilities, since it believes it is adequately governed by the requirements of applicable corporate and securities common and

statute law which provide that the Board has responsibility for the stewardship of the Issuer. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Issuer'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 Issuer's internal control and management information systems.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Issuer's offices and, from time to time, are combined with presentations by the Issuer's management to give the directors additional insight into the Issuer's business. In addition, management of the Issuer makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Board of Directors has not adopted a formal code of business conduct and ethics. The Board has found that the fiduciary duties placed on individual directors by the Issuer'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 Issuer.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders 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 view and experience.

The Board does not have a nominating committee and these functions are currently performed by the Board as a whole, however, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Issuer to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

Due to the minimal size of the Board of Directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

The Offering consists of 3,500,000 Common Shares at a price of \$0.10 per Common Share, to raise gross proceeds of \$350,000, and will be conducted through the Agent in the provinces of British Columbia and Alberta.

Pursuant to the Agency Agreement, the Issuer has engaged the Agent as its exclusive agent for the purposes of the Offering. The Offering Price and terms of the Offering were established through negotiation between the Issuer and the Agent, in accordance with the policies of the Exchange. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia and Alberta. This Prospectus qualifies the distribution of the Common Shares to Subscribers in those jurisdictions. The Agent may offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the Agent's Commission or Compensation Options derived from this Offering.

The Agent may terminate its obligations under the Agency Agreement by notice in writing to the Issuer at any time before the Closing if, on the basis of its assessment of the state of the financial markets or the market for the Common Shares, the Common Shares cannot be marketed profitably or upon the occurrence of certain other stated events. The Agent may also terminate its obligations under the Agency Agreement at any time upon the occurrence of certain events, such as the breach of any term of the Agency Agreement by the Issuer.

The Agency Agreement provides that if the Agent exercises its right to terminate the Agency Agreement, then the Issuer will immediately issue a press release setting out particulars of the termination.

The Issuer has agreed to (i) pay the Agent (A) a cash Agent's Commission equal to 10% of the aggregate Offering Price of the Common Shares sold under the Offering; and, if applicable, the Over-Allotment Option and (B) a cash Corporate Finance Fee of \$30,000; and (ii) to issue 100,000 Corporate Finance Fee Shares. In addition, upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Compensation Options entitling the holder thereof to purchase that number of Common Shares equal to 10% of the number of Common Shares issued pursuant to this Offering and if applicable, the Over-Allotment Option. The Compensation Options will be exercisable at a price of \$0.10 per Common Share for a period of 24 months from the Closing Day.

The Issuer has agreed to ensure that the directors and officers of the Issuer will execute a written acknowledgement agreeing not to directly or indirectly sell, agree to sell or announce any intention to sell any Common Shares or other securities of the Issuer for a period of 90 days from the Closing Day.

The Issuer has granted to the Agent an Over-Allotment Option exercisable, in whole or in part, up to 48 hours prior to Closing, to sell an additional number of Common Shares up to a maximum of 525,000 Common Shares. The Over-Allotment Option and the Over-Allotment Option Shares are also qualified for distribution under this Prospectus.

Pursuant to NI 41-101 the aggregate number of securities which may be distributed under a prospectus to an Agent as compensation must not exceed 10% of the Common Shares offered pursuant to this Prospectus, which in the case of this Offering (and assuming the exercise of the Over-Allotment Option in full) is 402,500 securities. For the purposes of this Offering, any combination of the following, totalling 402,500 securities, are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (i) up to 100,000 Corporate Finance Fee Shares; and (ii) up to a maximum of an aggregate 402,500 Compensation Options. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000, which proceeds shall be held by the Agent pending the completion of the Offering. The Offering will remain open until the date that is 90 days after a receipt is issued for the final Prospectus, unless an amendment to the final Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the final Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the final Prospectus. If the minimum subscription is not completed within the distribution period for the Offering, all subscription monies will be returned to Subscribers without interest or deduction.

The Issuer has applied to list its Common Shares on the CSE. Listing of the Common Shares on the CSE will be subject to the Issuer fulfilling all of the requirements of the CSE. Confirmation of the Listing of the Common Shares on the Exchange as of the Closing Day is a condition of Closing.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside 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.

Subscriptions for the Common Shares will be received and subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, the subscription price and the subscription agreement will be returned to the Subscriber forthwith without interest or deduction.

This Prospectus also qualifies the distribution of the 100,000 Common Shares issuable to Rich River in respect of the Sunset Copper Star Property; such Common Shares will be issued in accordance with the schedule set out under the heading "General Development of the Business" above.

RISK FACTORS

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

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Issuer will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Issuer will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Issuer's interest in the Sunset Copper Star Property. The Issuer's unallocated working capital will not suffice to fund the recommended Phase 2 exploration program on the Sunset Copper Star Property and there is no assurance that the Issuer can successfully obtain additional financing to fund such Phase 2 program.

Financing Risks

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

Limited Operating History and Negative Operating Cash Flow

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on Sunset Copper Star Property. The purpose of this Offering is to raise funds to carry out exploration and development on Sunset Copper Star Property with the objective of establishing economic quantities of mineral reserves.

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

Resale of Shares

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

Price Volatility of Publicly Traded Securities

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

Before this Offering, there has been no public market for the Issuer's Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Common Shares has been determined by negotiations between the Issuer and representatives of the Agent, and such Offering Price will not necessarily reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price to the public.

Property Interests

The Issuer does not own the mineral rights pertaining to the Sunset Copper Star Property. Rather, it holds an option to acquire up to a 100% interest. The Issuer currently has beneficial ownership of 51% of the Sunset Copper Star Property and retains an option to acquire the remaining 49% of the Sunset Copper Star Property pursuant to the Property Option Agreement. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Sunset Copper Star Property so as to maintain its interests therein. If the Issuer loses or abandons its interest in the Sunset Copper Star Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

In the event that the Issuer acquires a 100% interest in the Sunset Copper Star Property, there is no guarantee that title to the Sunset Copper Star Property will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on the Property, therefore, in accordance with the laws of the jurisdiction in which the Property is situated; its existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

First Nations Land Claims

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

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Issuer may be affected by numerous factors

which are beyond the control of the Issuer and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Issuer not receiving an adequate return of investment capital.

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

Uninsurable Risks

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

Permits and Government Regulations

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

Environmental Laws and Regulations

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

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

No Commercial Ore

The Sunset Copper Star Property on which a portion of the proceeds of the Offering is to be expended does not contain any known amounts of commercial ore.

Competition

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

Management and Directors

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

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

Fluctuating Mineral Prices

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

Conflicts of Interest

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

Dividends

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

Tax Issues

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

The Issuer issued flow-through shares on November 21, 2018 pursuant to flow-through subscription agreements with subscribers. Although the Issuer believes it has incurred or intends to incur expenditures as contemplated by those flow-through subscription agreements, there is a risk that expenditures incurred by the Issuer may not qualify as "Canadian exploration expenditures" ("CEE") or "Canadian development expense" ("CDE"), as such terms are defined

in the Tax Act, or that any such resource expenses incurred will be reduced by other events including failure to comply with the provisions of the flow-through subscription agreements or of applicable income tax legislation. If the Issuer does not renounce to such subscribers CEE or CDE within the prescribed time period, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Issuer may need to indemnify such subscribers, on the terms included in the flow-through subscription agreements, for an amount equal to the amount of any tax payable or that may become payable under the Tax Act.

PROMOTERS

James Walchuck is considered to be a promoter of the Issuer in that he took the initiative in organizing the business of the Issuer. Mr. Walchuck beneficially holds, directly or indirectly, a total of 1,000,001 (10.31%) of the Issuer's currently issued and outstanding Common Shares. See "Principal Shareholders" above for further details. Mr. Walchuck also holds 200,000 stock options, see "Stock Options and Other Compensation Securities" and "Options to Purchase Securities" above for further details.

LEGAL PROCEEDINGS

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors, senior officers and principal shareholders of the Issuer, a person or company that beneficially owns or controls or directs, directly or indirectly more than 10% of the Common Shares of the Issuer, or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Issuer 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 materially affect the Issuer.

Pursuant to the Property Option Agreement, the Issuer acquired beneficial ownership of 51% of the Sunset Copper Star Property through the payment of \$5,000 to the Optionors upon the execution and delivery of the Property Option Agreement by the Issuer and the Optionors, with the ability to acquire the remaining 49% interest in the Property through cash payments and securities issuances to the Optionors and by making certain exploration expenditures. See "General Development of the Business" above.

RELATIONSHIP BETWEEN THE ISSUER AND AGENT

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

AUDITORS

The auditor of the Issuer is Manning Elliott LLP, Chartered Professional Accountants, of 1700 - 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Issuer is National Securities Administrators Ltd. of 760 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

MATERIAL CONTRACTS

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

1. Management Services Agreement made between the Issuer and Matalia Investments Ltd., dated November 6, 2018.

2. Property Option Agreement made between the Issuer, Rich River Exploration Ltd. and Craig A. Lynes, dated November 16, 2018, referred to under "General Development of the Business".
3. Stock Option Plan approved by the Board of Directors on May 1, 2019 referred to under "Options to Purchase Securities".
4. Stock Option Agreements approved by the directors on May 1, 2019 between the Issuer and the directors and officers of the Issuer referred to under "Options to Purchase Securities".
5. Escrow Agreement among the Issuer, National Securities Administrators Ltd. and certain Principals of the Issuer made as of May 24, 2019 referred to under "Escrowed Shares".
6. Agency Agreement between the Issuer and Haywood Securities Inc., dated for reference ●, 2019 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during the Offering of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Issuer's offices at Suite 200, 551 Howe Street, Vancouver, British Columbia, V6C 2C2. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com.

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Issuer or any associate or affiliate of the Issuer.

Certain legal matters related to this Offering will be passed upon on behalf of the Issuer by Lotz & Company and by DuMoulin Black LLP on behalf of the Agent. Jonathan Lotz, the principal of Lotz & Company owns 100,000 Common Shares in the capital of the Issuer, which represent 1.03% of the Issuer's issued and outstanding Common Shares as at the date of this Prospectus.

Legal matters referred to under "Eligibility for Investment" will be passed upon by Thorsteinssons LLP on behalf of the Issuer.

Donald George MacIntyre, Ph.D., P. Eng., the Author of the Technical Report on the Sunset Copper Star Property, is independent from the Issuer within the meaning of NI 43-101.

Manning Elliott LLP, Chartered Professional Accountants is the auditor of the Issuer. Manning Elliott has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia (ICABC).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provides Subscribers 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 provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the Subscriber, provided that the remedies for rescission, revisions of the price or damages are exercised by the Subscriber within the time limit prescribed by the securities legislation of the Subscriber's province or territory. The Subscriber 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.

FINANCIAL STATEMENTS

Attached as Schedule "B" and forming part of this Prospectus are the audited financial statements of the Issuer for the period ended January 31, 2019.

SCHEDULE "A"

Audit Committee Charter

See attached.

VOLATUS CAPITAL CORP.

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "Committee") of the board of directors (the "Board") of Volatus Capital Corp. (the "Company") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company's financial statements;
- (b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;
- (c) the qualifications, independence and performance of the Company's auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company's internal audit function;
- (f) consideration and approval of certain related party transactions; and
- (g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (a) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (b) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. The majority of the Committee's members must not be officers or employees of the Company or an affiliate of the Company.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chairman of the Committee. If the Chairman of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chairman shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee who are not officers or employees of the Company or an affiliate of the Company shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, any auditor's report thereon, MD&A and related news releases, before they are published.

The Committee is also responsible for:

- (i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;
- (ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;
- (iv) discussing with management any significant variances between comparative reporting periods; and
- (v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

- (i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for

the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) Accounting Policies

The Committee is responsible for:

- (i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) **Risk and Uncertainty**

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (i) uncertainty notes and disclosures; and
- (ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) **Controls and Control Deviations**

The Committee is responsible for reviewing:

- (i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

- (i) tax and financial reporting laws and regulations;
- (ii) legal withholdings requirements;
- (iii) environmental protection laws; and
- (iv) other matters for which directors face liability exposure.

(h) Related Party Transactions

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chairman of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chairman of the Audit Committee. Should a new Chairman be appointed prior to the updating of this document, the current Chairman will ensure that the whistleblower is able to reach the new Chairman in a timely manner. In the event that the Chairman of the Audit Committee cannot be reached, the whistleblower should contact the Chairman of the Board.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

SCHEDULE "B"

Audited Financial Statements for the Period Ended January 31, 2019

See attached.

VOLATUS CAPITAL CORP.
FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON
NOVEMBER 6, 2018 TO JANUARY 31, 2019



INDEPENDENT AUDITORS' REPORT

To the Directors of
Volatus Capital Corp.

Opinion on the Financial Statements

We have audited the accompanying financial statements of Volatus Capital Corp. (the "Company"), which comprise the statement of financial position as at January 31, 2019, and the statements of comprehensive loss, changes in equity and cash flows for the period from incorporation on November 6, 2018 to January 31, 2019, and the related notes, including a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2019, and its financial performance and its cash flows for the period from incorporation on November 6, 2018 to January 31, 2019 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying financial statements, which indicates that the Company incurred a net loss of \$62,497 for the period ended January 31, 2019 and, as of that date, the Company had accumulated deficit of \$62,497. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indicators that the other information appears to be materially misstated.

We obtained the information included in the Company's Prospectus and Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of 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.

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

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

Auditor's Responsibilities for the Financial Statements

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

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

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

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

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

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

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, British Columbia

• 2019

VOLATUS CAPITAL CORP.
STATEMENT OF FINANCIAL POSITION
 (Expressed in Canadian dollars)

	Note	January 31, 2019
ASSETS		\$
CURRENT		
Cash		128,584
Amounts receivable		5,312
		133,896
DEFERRED FINANCING COSTS	12	10,000
EXPLORATION AND EVALUATION ASSET	5	92,996
		236,892
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities		15,388
SHAREHOLDERS' EQUITY		
SHARE CAPITAL	6	254,001
CONTRIBUTED SURPLUS	6	30,000
DEFICIT		(62,497)
		221,504
		236,892

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENT (Note 11)
SUBSEQUENT EVENTS (Note 12)

Approved and authorized for issue on behalf of the Board on • 2019

“ ” Director “ ” Director

The accompanying notes are an integral part of these financial statements

VOLATUS CAPITAL CORP.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Note	Period ended January 31, 2019
		\$
EXPENSES		
Advertising		975
Consulting fees		8,400
Office and administrative		2,134
Professional fees		17,808
Rent		3,180
Share-based payments	6,7	30,000
NET LOSS AND COMPREHENSIVE LOSS		(62,497)
LOSS PER SHARE – Basic and diluted		\$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		6,025,288

The accompanying notes are an integral part of these financial statements

VOLATUS CAPITAL CORP.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares		Contributed		
	Number of	Amount	Surplus	Deficit	Total
	Shares	\$	\$	\$	\$
Incorporation, November 6, 2018	1	1	-	-	1
Shares issued to founders	2,000,000	10,000	-	-	10,000
Shares issued for cash	3,600,000	162,000	-	-	162,000
Shares issued for cash (flow-through)	4,100,000	82,000	-	-	82,000
Share-based payments	-	-	30,000	-	30,000
Net loss for the year	-	-	-	(62,497)	(62,497)
Balance, January 31, 2019	9,700,001	254,001	30,000	(62,497)	221,504

The accompanying notes are an integral part of these financial statements

VOLATUS CAPITAL CORP.
STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

	Period ended January 31, 2019
	\$
CASH PROVIDED BY (USED IN):	
OPERATING ACTIVITIES	
Net loss for the period	(62,497)
Item not involving cash:	
Share-based payments	30,000
	(32,497)
Changes in non-cash working capital balances:	
Amounts receivable	(5,312)
Accounts payable and accrued liabilities	15,388
Cash used in operating activities	(22,421)
INVESTING ACTIVITIES	
Exploration and evaluation asset	(92,996)
Cash used in investing activity	(92,996)
FINANCING ACTIVITIES	
Deferred financing costs	(10,000)
Issuance of common shares	254,001
Cash provided by financing activities	244,001
CHANGE IN CASH	128,584
CASH, BEGINNING OF PERIOD	-
CASH, END OF PERIOD	128,584
SUPPLEMENTAL CASH DISCLOSURES	
Interest paid	\$ -
Income taxes paid	\$ -

The accompanying notes are an integral part of these financial statements

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Volatus Capital Corp. ("the Company") was incorporated on November 6, 2018 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at January 31, 2019, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company incurred losses of \$62,497 and had a deficit of \$62,497 as at January 31, 2019, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

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

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

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

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

b) Basis of presentation

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

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

c) Cash and cash equivalents

Cash in the statements of financial position is comprised of cash in banks and on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

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

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

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

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

e) Share-based payments

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

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

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

f) Flow-through shares

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

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

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

g) Foreign currency

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

h) Decommissioning, restoration and similar liabilities

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

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

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

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

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

i) Loss per share

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

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income taxes

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

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

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

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

k) Financial instruments

Financial assets

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three categories of financial assets: Measured at amortization cost after initial recognition, at fair value through other comprehensive income ("FVOCI") and at fair value through profit or loss ("FVTPL").

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Equity instruments are generally classified as FVTPL. For equity investment is not held for trading, an entity can make an irrevocable election at initial recognition to measure it at FVOCI with only dividend income recognized in profit or loss. The Company has classified its cash as FVTPL.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable are classified as other financial liabilities.

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Financial instruments (continued)

Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. At January 31, 2019, the Company has not classified any financial liabilities as FVTPL.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

l) Share issuance costs

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

Significant accounting estimates

- i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable; and
- ii. the inputs used in accounting for share-based payments.

Significant accounting judgments

- i. the determination of categories of financial assets and financial liabilities;
- ii. assessment of deferred income tax assets and liabilities; and
- iii. the evaluation of the Company's ability to continue as a going concern.

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

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

The standard is effective for annual periods beginning on or after January 1, 2019:

IFRS 16 – Leases

In June 2016, the IASB issued IFRS 16 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019.

The Company is does not expect this standard to have any impact on the Company's financial statements.

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	Exploration Costs	Total
	\$	\$	\$
Balance, incorporation November 6, 2018	-	-	-
Additions	5,000	*87,996	92,996
Balance, January 31, 2019	5,000	87,996	92,996

**Exploration costs include labour costs of \$43,800, assay costs of \$7,737, data and reporting of \$6,276, truck and equipment rentals of \$9,800, travel and fuel costs of \$1,986, meal and accommodation of \$12,640 and management fees of \$5,757*

Sunset Copper Star Project

Pursuant to an option agreement dated November 16, 2018 (the "Agreement"), with Rich River Exploration Ltd. and Craig A. Lynes, collectively, the "Optionors", the Company was granted an option to acquire a 100% undivided interest in the Sunset Copper Star project (the "Property") located north of Campbell River area in the Nanaimo Mining Division, British Columbia.

In accordance with the Agreement, the Company has acquired a 51% undivided interest in the Property by paying \$5,000. The Company has the option to earn the remaining 49% interest in the Property by issuing a total of 600,000 common shares of the Company to the Optionors, making cash payments totaling \$155,000, and incurring a total of \$500,000 in exploration expenditures as follows:

	Common Shares	Cash	Exploration Expenditures
	Number	\$	\$
Upon the closing of the initial public offering of the Company	100,000	5,000	-
On or before the first anniversary of the Company's common shares listed on a Canadian Stock Exchange (the "Listing")	100,000	20,000	100,000
On or before the second anniversary of the Listing	100,000	30,000	100,000
On or before the third anniversary of the Listing	300,000	100,000	300,000
Total	600,000	155,000	500,000

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSET (continued)

The Property is comprised of two mineral claims.

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$750,000 and the remaining 2% for \$1,000,000 at any time prior to the commencement of commercial production.

6. SHARE CAPITAL

a) Authorized:

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

b) Escrow Shares:

The Company anticipates, upon Listing (as defined in Note 4), that it will enter into an escrow agreement with certain shareholders, whereby common shares will be held in escrow and will be scheduled for release at 10% on the Listing date and 15% on every six month from date of listing.

c) Issued and Outstanding as at January 31, 2019: 9,700,001 common shares.

During the period ended January 31, 2019, the Company had the following share capital transactions:

- (i) The Company issued an incorporation share for \$0.01.
- (ii) The Company issued 2,000,000 common shares at a price of \$0.005 per share for \$10,000. The fair value of the 2,000,000 common shares was estimated to be \$40,000. Accordingly, the Company recorded share-based payments of \$30,000 and a corresponding increase to contributed surplus.
- (iii) The Company issued 600,000 common shares at a price at \$0.02 per share and 3,000,000 common shares at \$0.05 per share for total gross proceeds of \$162,000.
- (iv) The Company issued 4,100,000 flow-through common shares at a price of \$0.02 per share for gross proceeds of \$82,000, which the Company was committed to spend in Qualifying Canadian Exploration Expenditures ("CEE"). None of the Qualifying CEE will be available to the Company for future deduction from taxable income.

As at January 31, 2019, the Company has incurred \$82,000 in CEE.

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

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

7. RELATED PARTY BALANCES AND TRANSACTIONS

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

The Company had incurred the following key management personnel cost from related parties:

	Period ended January 31, 2019
	\$
Share-based payments	30,000

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the period ended January 31, 2019, the Company issued 2,000,000 common shares with estimated fair value of \$40,000 (see Note 6c) to directors and officers of the Company. Accordingly, the Company recorded an amount of \$30,000 as share-based payments for the period ended January 31, 2019.

8. INCOME TAXES

The Company has losses carried forward approximately \$32,000 available to reduce income taxes in future years which expire in 2039.

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

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

	Period ended January 31, 2019
Canadian statutory income tax rate	27%
	\$
Income tax recovery at statutory rate	(16,773)
Effect of income taxes of:	
Permanent differences and other	8,052
Change in tax rate	(53)
Change in deferred tax assets not recognized	8,774
Deferred income tax recovery	-

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

	January 31, 2019
	\$
Non-capital loss carry forwards	8,774
Deferred tax assets not recognized	(8,774)
	-

VOLATUS CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON NOVEMBER 6, 2018 TO JANUARY 31, 2019
(Expressed in Canadian dollars)

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

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

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

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

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

Fair Value of Financial Instruments

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

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at January 31, 2019 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	128,584	-	-	128,584

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at January 31, 2019 because of the demand nature or short-term maturity of these instruments.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Financial risk management objectives and policies

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

(i) *Currency risk*

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

The Company does not have any significant foreign currency denominated monetary liabilities.

(ii) *Interest rate risk*

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

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

(iii) *Credit risk*

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

(iv) *Liquidity risk*

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

11. COMMITMENT

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

12. SUBSEQUENT EVENTS

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

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a cash commission of 10% of the gross proceeds of the IPO. The Company has also agreed to grant Agent options (the “Agent’s Option”) which will entitle the Agent to purchase up to 10% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent’s Options are exercisable until 24 months from the Listing date. In addition, the Company has agreed to pay a corporate finance fee of \$40,000, of which \$10,000 will be paid for in common shares. The Company will also pay the Agent’s legal fees incurred and any other reasonable expenses pursuant to the IPO. As at January 31, 2019, the Company has paid a security deposit of \$10,000 which was recorded as deferred financing costs on the statement of financial position.

On May 1, 2019 the Company adopted a Stock Option Plan (‘Plan’) for directors, officers and employees, consultants of the Company. The Company may grant options to individuals, options are exercisable over periods of up to ten years, as determined by the Board of Directors of the Company, to buy shares of the Company at the fair market value on the date the option is granted. The maximum number of shares which may be issuable under the Plan can not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis. The Company granted 800,000 stock options to the directors and officers of the Company. The options vested on grant date and are exercisable at \$0.10 per share until May 1, 2024.

CERTIFICATE OF VOLATUS CAPITAL CORP.

Dated: May 31, 2019

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 and Alberta.

"James Walchuck"

JAMES WALCHUCK
Chief Executive Officer and President

"Mark Lotz"

MARK LOTZ
Chief Financial Officer and Corporate
Secretary

**ON BEHALF OF THE BOARD OF DIRECTORS OF
VOLATUS CAPITAL CORP.**

"Sorin Posescu"

SORIN POSESCU
Director

"Christopher Little"

CHRISTOPHER LITTLE
Director

CERTIFICATE OF THE PROMOTER

Dated: May 31, 2019

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 and Alberta.

"James Walchuck"

JAMES WALCHUCK

CERTIFICATE OF THE AGENT

Dated: May 31, 2019

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 and Alberta.

HAYWOOD SECURITIES INC.

"Don Wong"

DON WONG

Vice President, Investment Banking