Technical Report
On the
Belanger Property
Northern Ontario
Canada

Prepared for
Straightup Resources Inc..
9285 203B Street
Vancouver, B.C. V1M 2L9

Quartz vein swarm Joey Prospect

Prepared by:
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June 7, 2021

DATE AND SIGNATURE PAGE

This report titled “Technical Report on the Belanger Property, Northern Ontario, Canada”, and dated June 7, 2021 was prepared and signed by the following authors:

Dated at Thunder Bay, Ontario
June 7, 2021

“J. Garry Clark”	“Brian Atkinson”
J. Garry Clark P.Geo	Brian Atkinson P.Geo

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1.0 SUMMARY

Clark Expl. Consulting Inc. has been retained by Straightup Resources Inc.. “Straightup” to review and evaluate its Belanger Property in Northern Ontario.

The report and recommendations are based on:

- geologic, geophysical and geochemical data sets and diamond drill records supplied by Straightup and Bounty Gold Corp.(Jason Leblanc) (optionor),
- published literature and Ministry of Energy, Northern Development and Mines assessment files and.
- Brian Atkinson P.Geo completed a Property visit June 1 and 2, 2021. Two days were spent examining geology and mineral occurrences on the Belanger property. Access is via the South Bay Road that leads northwest from the town of Ear Falls and bisects the property. The field investigation was selective with the purpose of verifying previous work. To that end, the Joey Prospect and the Williamson occurrence were visited, documented and photographed. No sampling was completed during the present investigation.

The Belanger Property comprises 105 unpatented mining claims (~ 2100 Ha) in Mitchell, Knott, Belanger, and Bowerman Townships in the Red Lake Mining Division of north western Ontario, approximately 80 km east of the town of Red Lake.

The project is a 6.5 hr drive (560km) from Thunder Bay, Ontario, or a 5.5 hr drive (475km) from Winnipeg, Manitoba, the closest major urban centre, along Highway 1, 17, and 105. The Belanger Property can be accessed by South Bay road extending northeast off Highway 105 from Ear Falls, ON. The South Bay road is unsealed but accessible year-round.

Straightup has an option agreement with Bounty Gold Corp. “Bounty” to earn 100% interest in the Belanger Property by completing share and cash distribution over 3 years. Bounty retains a 3% Net Smelter Royalty (NSR) with Straightup having the right to purchase 2 % of the NSR for $1.0 million per percent.

The town of Red Lake was founded on gold discoveries made in 1925 by Ray and Lorne Howey and George McNeely. The discoveries led to a gold rush peaking in 1926 with a subsequent mining boom in the 1930s and 1940s that resulted in 12 producing gold mines. The Property spans a large block of ground south and east of the South Bay Mine (Cu, Zn) (past producer 1971 to 1981) of 1.45 million tons of ore grading 2.3% copper, 14.7% zinc and 120 g/t silver.

A review of the MENDM assessment files available online indicates the first recorded exploration on the Property commenced in 1969. It is noted that most of the historical exploration is peripheral to the Property [?] with work to the east focused on the base metal potential of the Confederation Belt rocks and to the west focused on both gold and base metal potential. The majority of the Property has not been thoroughly explored. The Authors have reviewed all the diamond drilling that has been conducted on the Property.

Regionally, the Property occurs within the southern Birch-Uchi Greenstone Belt (BUGB) in the Uchi Subprovince of the Superior Province of the Canadian Shield (Figure 5). The BUGB consists of three mafic to felsic volcanic cycles referred to as Cycle I (lower sequence), Cycle II (middle sequence) and Cycle III (upper sequence). To date, Cycle III, underlying the property, is the only sequence with proven economic base metal mineralization as represented by the South Bay Mine located 10 kilometres northeast of the Property. In addition to this deposit, the Cycle III sequence also hosts a number of significant base metal mineralization and prospects both on and off the property boundaries. All of the prospects are typical VMS deposits exhibiting Cu-Zn rich massive sulphides mineralization localized along stratigraphic "time breaks" with intensely altered footwall rocks, and unaltered hanging wall stratigraphy.

There are a series of mineralized zones on the Property with gold and base metal affinity. They include the Joey Prospect, Hemming Occurrence, Williamson Occurrence and King Bay Gold Corp. areas.

Joey Prospect (Red Lake Resources, 2002)
(UTM 5655215E, 513275E)

The Joey prospect consists of an approximately 3 metre wide quartz vein that is exposed in two places in a trench over a distance of 50 metres. The Joey vein/shear zone consists of a massive quartz vein (200º/60-65º) and adjacent wall rock that contains numerous narrow quartz veinlets separated by sheared septa of biotite hornfels altered gabbro. The quartz vein locally contains clots of coarse grained pyrite and trace of chalcopyrite and sphalerite. Sulphides are also found as smaller clots along the vein contact and within the septa of biotite hornfels. Pyrite content in the vein is estimated to average 1%. A similarly oriented vein, with minor pyrite mineralization, was found roughly 300 metres along strike to the south.

Although assays show anomalous base metal content locally in the Joey veins, up to 0.48% Zn, and 967ppm Cu, gold content is consistently low, 35 pb Au and less.

Noranda identified broad area of Na-depletion and grab samples up to 1.81% Cu.

Hemming Occurrence

The occurrence consists of 3 separate gold showing located southeast of Hemming Lake (local name) in the southwest corner of Knott Township.

The Hemming Occurrence is situated within the northeast-trending Confederation Lake Narrows deformation zone.

The Hemming Occurrence is located within a narrow northeast trending wedge of intermediate pyroclastic rocks of the cycle III sequence intruded by granodioritic rocks of the Trout Lake batholith. The metavolcanic rocks are also intruded by northwest trending felsic feldspar porphyry dikes and gabbro dikes and sills. The metavolcanic

rocks have been metamorphosed to amphibolite grade and contain garnets, biotite and amphibole. Gold-bearing quartz veins are hosted by narrow northeast-trending shear zones at or near the contact between sheared intermediate tuff and a large gabbro sill or dyke. Sheared wall rocks are chloritized and sericitized.

The No.1 or Main showing consists of a large trench sunk on an 8 to 12 inch wide quartz vein trending 030/70SE. The vein contains abundant chlorite stringers and minor amounts of disseminated galena and fine visible gold. Samples from P. English and J. Williamson indicated erratic gold values in the quartz veins and alteration zones. Samples of the vein assay as high as 0.24 ounce per ton Au while four other vein samples contained 3180 ppb Au and 0.8 ppm Ag, 790 ppb Au and 0.5 ppm Ag, 1040 ppb Au and 0.2 ppm Ag and 70 ppb Au and 1.2 ppm Ag respectively.

Two grab samples taken by A.P Pryslak from the quartz vein at the No.1 showing assayed 0.11 oz/ton au and 0.13oz/ton Ag; and 0.59 oz/ton Au and 0.41 oz/ton Ag.

The No.2 showing is located 2000 ft southwest of the Main showing. The No.2 showing consists of a small trench sunk on a massive, white, quartz vein striking 040º/90º along an exposed strike length of 35 feet. The vein is 9 ft wide at its northeast end and branches into 2 separate veins, which are 5 ft and 12 ft wide at their southwest extension. The vein contains chloritic inclusions of wall rock and minor amounts of galena. The vein occurs at a gabbro/tuff contacts which is on strike with the No.1 showing.

The No.3 showing is situated about 3400 ft east-northeast of the No.1 showing and is located on the north shore of a small lake. The showing consists of a 1 to 7 foot wide quartz vein which has been traced along a gabbro/tuff contact for 82 feet.

G. Hemming reported that a diamond drill hole targeted on the quartz vein at the No.3 showing intersected 0.10 oz/ton au across 3ft.

Williamson Occurrence

The occurrence is situated within a strong, east to east-northeast trending shear zone. Northeast-trending, amygdaloidal, feldspar-phyric, amphibolitized, mafic volcanic flows of Cycle III sequence are intruded by a large granodiorite stock and smaller gabbro intrusions.

The occurrence is situated within a wide shear zone striking between 260º to 274º for several hundred metres. The shear zone is hosted by amphibolitized, biotitic, feldspar-phyric, massive mafic flows. The sheared rock is fissile, rusty, and hosts quartz lenses and stringers. Quartz-phyric felsic dikes trending between 220 º and 250 º intrude the metavolcanic rocks and an irregular mass of diorite outcrops north of the mineralized shear zone.

A 0.46m wide quartz vein strikes 226 º /62 º NW is hosted by sheared mafic metavolcanic rocks. The quartz vein consists of fine, sugary quartz which hosts

disseminated chalcopyrite, pyrite, native copper, bornite, and malachite staining. The wallrock are chloritic, sericitic, and carbonatized. Seams, layers, and disseminations of chalcopyrite, pyrrhotite, and pyrite occur throughout the sheared metavolcanic rocks.

A grab sample taken from the quartz vein by J. Parker assayed 0.46 oz/ton Au and 3000ppm Cu. Three grab samples taken by J. Parker (2000) at various locations along the strike of the shear zone assayed 0.068 oz/ton Au and 1.65% Cu; 139 ppb Au and 4100ppm Cu; and 78ppb Au and 3700ppm Cu. The grab samples consisted if sheared and altered mafic metavolcanic rocks hosting variable amounts of sulphides.

Parker (2000) describes the Red Lake greenstone belt has been affected by a large-scale (10's of kilometres) hydrothermal alteration system, resulting in approximately contemporaneous strong to intense, distal calcite carbonatization that affects rocks of all ages, and less extensive (kilometre), proximal, strong to intense ferroan-dolomite and potassic alteration, found in almost all areas hosting gold mineralization.

Great Bear Resources' Dixie Project is a gold exploration and discovery project located only 25 kilometers southwest of Red Lake, Ontario. During the last two years, there have been multiple high-grade gold discoveries - the Dixie Limb, Hinge, Arrow, Bear-Rimini, Yuma, Auro, Yauro, Viggo and Gap zones. The last six discovery areas are now considered one zone that is hosted within the LP Fault deformation zone, which is part of an 18km structural target that is being explored by Great Bear Resources.

Great Bear Resources' Dixie Project hosts two principal styles of gold mineralization (Adamova, 2020):

- **High-grade gold in quartz veins and silica-sulphide replacement zones (Dixie Limb and Hinge)**. Hosted by mafic volcanic rocks and localized near regional-scale D2 fold axes. These mineralization styles are also typical of the significant mined deposits of the Red Lake district.

- **High-grade disseminated gold with broad moderate to lower grade envelopes (LP Fault).** Interpreted to traverse the Dixie Project for approximately 18 kilometres of strike length and currently drilled along 4 kilometres of strike length. High-grade gold mineralization is controlled by structural and geological contacts, and moderate to lower-grade disseminated gold surrounds and flanks the high-grade intervals. The dominant gold-hosting stratigraphy consists of felsic sediments and volcanic units.

In July 2020, the company contracted Tim Towmey P.Geo to carry out initial verification prospecting and sampling on the Williamson Occurrence (Table 4)(Figure 7). The showings, referred to as the Williamson Occurrences were trenched in the 1990's. These occurrences, named trenches C, D and E were examined, sampled and structural measurements taken. Alteration observed in the deformed rocks was variable; being

composed of chlorite +- magnetite in the mafic rocks, and silicification with minor iron-carbonate, depending on the rock-type.

Mr. Twomey took various grab and chip samples from each of the three showings, for a total of 22 samples. Mineralization occurs as disseminated pyrite and chalcopyrite in sheared mafic volcanics, felsic dykes and metasediments as well as within deformed quartz veins.

TABLE 5: Tim Twomey Assays

Sample	Au ppb	Au g/tonne	SAMPLE DESCRIPTION	TYPE	TRENCH
456373	724		3-5 cm qtz veinlet in basalt, trace diss. cpy, beside #24528	grab	C
456374	985		2 cm qtz veinlet in basalt & FP, trace diss. cpy, beside #24529	grab	C
456375	2360	2.36	10 cm qtz veinlet in basalt & FP, trace diss. cpy, beside #24534	grab	C
456376	1970	1.97	Chlor-Schist, 10% qtz veinlets, trace diss. cpy, beside #24531	40 cm chip	C
456377	3880	3.88	Chlor-Schist in pit, 1/2% diss. cpy, beside #24532	90 cm chip	C
456379	26		near C Trench, 10-15 cm white qtz veinlet in granite	grab	
456380	13		biotite-schist, 1% diss. F.g. py	grab	E
456381	41		cherty seds, 30% qtz vein, beside Confed sample(?)	40 cm chip	E
456382	24,800	24.80	rusty qtz vein, tr. diss. Py *(overlimit reassay by Actlabs)*	60 cm chip	E
456383	168		silicified white felsic dyke, beside vein	56 cm chip	E
456384	2320	2.32	qtz vein	80 cm chip	E
456385	539		rusty qtz vein, tr. diss. py	33 cm chip	E
456386	5,800	5.80	rusty qtz vein, tr. diss. py, *(overlimit reassay by Actlabs)*	82 cm chip	E
456387	372		rusty qtz vein, tr. diss. py, and wallrock	95 cm chip	E
456388	6,210	6.21	rusty grey qtz vein, tr. diss. py & cpy. *(overlimit reassay by Actlabs)*	20 cm chip	E
456389	126		folded white qtz vein.	17 cm chip	E
456390	2940	2.94	folded rusty qtz vein, tr. diss. cpy.	grab	E
456391	1520	1.52	rusty seds beside vein, tr. diss. py	42 cm chip	E
456392	158		rusty chlor-sch, tr diss. cpy.	grab	D
456393	163		rusty chlor-sch, tr diss cpy.	grab	D
456394	418		rusty chlor-sch, tr diss cpy.	grab	D
456106	1460		OREAS standard 604 at 1.43 gpt Au	-	-
456107	5		OREAS blank	-	-

Exploration on the Property is focused on identifying and delineating Archean-aged orogenic gold deposits (Groves et al., 1998). Following Kerrich et al. (2000), orogenic gold deposits are typically associated with crustal-scale fault structures, although the most abundant gold mineralization is hosted by lower-order splays from these major structures.

The property is situated within the Uchi Mine structural domain which consists of a dominant east-trending foliation and subordinate northeast-trending foliation which represents a high strain zone. North and northeast-trending mafic metavolcanic flows are intercalated with dominantly intermediate to felsic pyroclastic rocks and minor interflow metasediments.

The Property has excellent access with a main logging road bisecting it with numerous secondary access roads and trails

There are a series of mineralized zones on the Property with gold and base metal affinity. They include the Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp. areas

The work done by Straightup has confirmed the grades of the various showings. The values are variable in gold and copper grades. The Property has numerous previously discovered gold and gold -copper mineralized zones (Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp.). These zones have not been fully explored for the potential to host economic mineralization. These showings and prospective exploration ground have not had adequate exploration to fully evaluate the potential of economic mineralization. The understanding of the structural controls and mineralized domains need additional study to determine the potential of hosting economic mineralization

A budget of **$73,300.00** is recommended to evaluate the potential of economic gold, with associated base metals, mineralization on the Property. It is recommended that the Company complete an exploration program comprised of:

- Prospecting and mapping to assess the potential of the presence of parallel gold zones to the known mineralization (first 6 months); and
- Covering the Belanger Property with soil sampling; and
- A hand and mechanical stripping, mapping and sampling program over the Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp. areas to help determine the alteration and controls of mineralization.

It is the opinion of the authors that the Property is of sufficient merit to justify the proposed exploration program.

2.0 INTRODUCTION

Clark Expl. Consulting Inc. has been retained by Straightup Resources Inc.. “Straightup” to review and evaluate its Belanger Property in Northern Ontario (Figure 1).

The report and recommendations are based on:

- geologic, geophysical and geochemical data sets and diamond drill records supplied by Straightup and Bounty Gold Corp.(Jason Leblanc) (optionor),
- published literature and Ministry of Energy, Northern Development and Mines assessment files and.
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This technical report is intended for use by Straightup in support of a NI 43-101 filing. It describes and assesses the potential for gold mineralization and volcanogenic massive sulphide (copper-zinc) deposits in the project area and provides recommendations including a work plan and budget for future exploration. The report follows prescribed criteria and guidelines set forth by the Canadian Securities Association and described in National Instrument 43-101- *Standards of Disclosure for Mineral Projects*, Companion Policy 43-101CP and Form 43-101F1 (Technical Report).

The author acknowledges assistance of Jason Leblanc with compilation materials and knowledge of the Property.

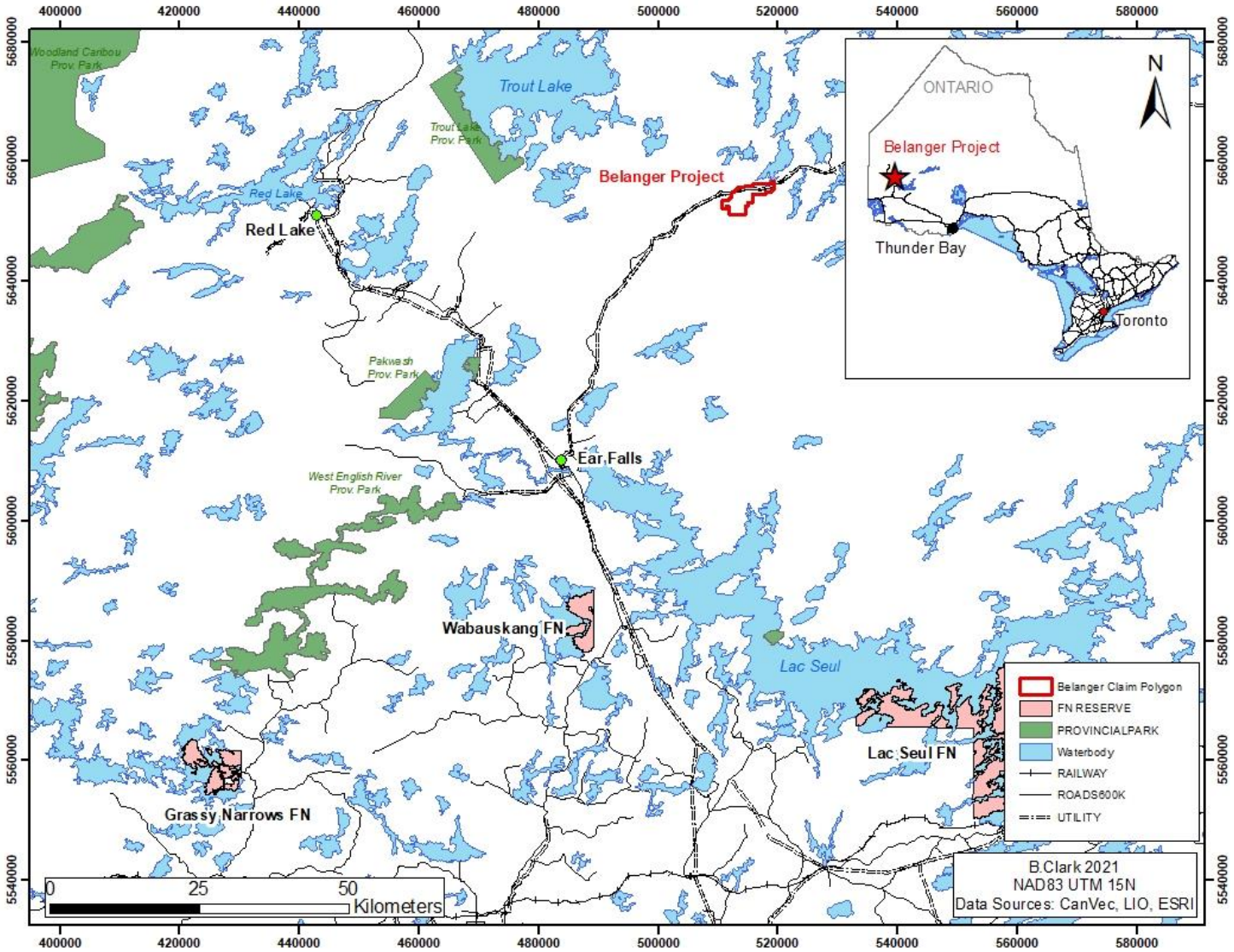

Figure 1: Project Location

3.0 RELIANCE ON OTHER EXPERTS

For the purposes of this report the Author has relied on ownership information provided by Straightup, as well as claim information available on the website of the Ontario Ministry of Energy, Northern Development and Mines (MENDM). The Author has not researched property title or mineral rights for the Property and expresses no opinion as to the ownership status of the Property. The option agreement provided by Straightup for the claims is discussed in Item 4, “Property Description and Location” below, and the claim information from the MENDM website is current as of the effective date of this Report.

Straightup provided a copy of the transaction defining Straightup’s acquisition of the Belanger Property from Bounty Gold Corp. The transactional document provided a term sheet as well as defined the underlying NSR.

4.0 PROPERTY DESCRIPTION AND LOCATION

The Belanger Property comprises 105 unpatented mining claims (~ 2100 Ha) in Mitchell, Knott, Belanger, and Bowerman Townships in the Red Lake Mining Division of north western Ontario, approximately 80 km east of the town of Red Lake.

The project is a 6.5 hr drive (560km) from Thunder Bay, Ontario, or a 5.5 hr drive (475km) from Winnipeg, Manitoba, the closest major urban centre, along Highway 1, 17, and 105. The Belanger Property can be accessed by South Bay road extending northeast off Highway 105 from Ear Falls, ON. The South Bay road is unsealed but accessible year-round.

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The proposed exploration program recommended in this report is subject to the guidelines, policies and legislation of the Ontario Ministry of Energy, Northern Development and Mines (“MENDM”), Ontario Ministry of Natural Resources and Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires Exploration Permits or Plans for exploration on Crown Lands. The permits and plans are obtained from the MENDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by MENDM and presented to the Aboriginal communities whose traditional lands may be impacted by the work. The Author recommends the company discuss the recommended exploration with the MENDM to determine the plan and/or permit required as well as consulting with the impacted Aboriginal communities. The necessary Permits have been obtained by Straightup.

The government of Ontario requires expenditures of $400 per year per cell for staked claims, prior to expiry, to keep the claims in good standing for the following year. The Assessment report describing the work done by the company must be submitted by the expiry date of the claims to which the work is to be applied.

No mineral resources, reserves or mines existing prior to the mineralization described in this report are known by the Author to occur on the Property. The Authors know of no environmental liabilities associated with the Property, and there are no other known factors or risks that may affect access, title, or the right or ability to perform work on the Property. The mining claims do not give the claim holder title to or interest in the surface rights on those claims, and as the land is crown land, legal access to the claims is available by public roads which cross the Property.

TABLE 1. Belanger Property Claims

Claim #	REGISTERED OWNER	DUE DATE	ASSESSMENT DUE
584934	BOUNTY GOLD CORP.	18-Apr-22	400
584935	BOUNTY GOLD CORP.	18-Apr-22	400
584936	BOUNTY GOLD CORP.	18-Apr-22	400
584937	BOUNTY GOLD CORP.	18-Apr-22	400
584938	BOUNTY GOLD CORP.	18-Apr-22	400
584939	BOUNTY GOLD CORP.	18-Apr-22	400
584940	BOUNTY GOLD CORP.	18-Apr-22	400
584941	BOUNTY GOLD CORP.	18-Apr-22	400
584942	BOUNTY GOLD CORP.	18-Apr-22	400
584943	BOUNTY GOLD CORP.	18-Apr-22	400
584944	BOUNTY GOLD CORP.	18-Apr-22	400
584945	BOUNTY GOLD CORP.	18-Apr-22	400
584946	BOUNTY GOLD CORP.	18-Apr-22	400
584947	BOUNTY GOLD CORP.	18-Apr-22	400
584948	BOUNTY GOLD CORP.	18-Apr-22	400
584949	BOUNTY GOLD CORP.	18-Apr-22	400
584950	BOUNTY GOLD CORP.	18-Apr-22	400
584951	BOUNTY GOLD CORP.	18-Apr-22	400
584952	BOUNTY GOLD CORP.	18-Apr-22	400
584953	BOUNTY GOLD CORP.	18-Apr-22	400
584954	BOUNTY GOLD CORP.	18-Apr-22	400
584955	BOUNTY GOLD CORP.	18-Apr-22	400
584956	BOUNTY GOLD CORP.	18-Apr-22	400
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584961	BOUNTY GOLD CORP.	18-Apr-22	400
584962	BOUNTY GOLD CORP.	18-Apr-22	400
584963	BOUNTY GOLD CORP.	18-Apr-22	400
584964	BOUNTY GOLD CORP.	18-Apr-22	400
584965	BOUNTY GOLD CORP.	18-Apr-22	400
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584967	BOUNTY GOLD CORP.	18-Apr-22	400
584968	BOUNTY GOLD CORP.	18-Apr-22	400
584969	BOUNTY GOLD CORP.	18-Apr-22	400
584970	BOUNTY GOLD CORP.	18-Apr-22	400
584971	BOUNTY GOLD CORP.	18-Apr-22	400

Claim #	REGISTERED OWNER	DUE DATE	ASSESSMENT DUE
584972	BOUNTY GOLD CORP.	18-Apr-22	400
584973	BOUNTY GOLD CORP.	18-Apr-22	400
584974	BOUNTY GOLD CORP.	18-Apr-22	400
584975	BOUNTY GOLD CORP.	18-Apr-22	400
584976	BOUNTY GOLD CORP.	18-Apr-22	400
584977	BOUNTY GOLD CORP.	18-Apr-22	400
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584990	BOUNTY GOLD CORP.	18-Apr-22	400
584991	BOUNTY GOLD CORP.	18-Apr-22	400
584992	BOUNTY GOLD CORP.	18-Apr-22	400
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585001	BOUNTY GOLD CORP.	18-Apr-22	400
585002	BOUNTY GOLD CORP.	18-Apr-22	400
585003	BOUNTY GOLD CORP.	18-Apr-22	400
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585006	BOUNTY GOLD CORP.	18-Apr-22	400
585007	BOUNTY GOLD CORP.	18-Apr-22	400
585008	BOUNTY GOLD CORP.	18-Apr-22	400
585009	BOUNTY GOLD CORP.	18-Apr-22	400
585010	BOUNTY GOLD CORP.	18-Apr-22	400
585011	BOUNTY GOLD CORP.	18-Apr-22	400

Claim #	REGISTERED OWNER	DUE DATE	ASSESSMENT DUE
585012	BOUNTY GOLD CORP.	18-Apr-22	400
585013	BOUNTY GOLD CORP.	18-Apr-22	400
585014	BOUNTY GOLD CORP.	18-Apr-22	400
585015	BOUNTY GOLD CORP.	18-Apr-22	400
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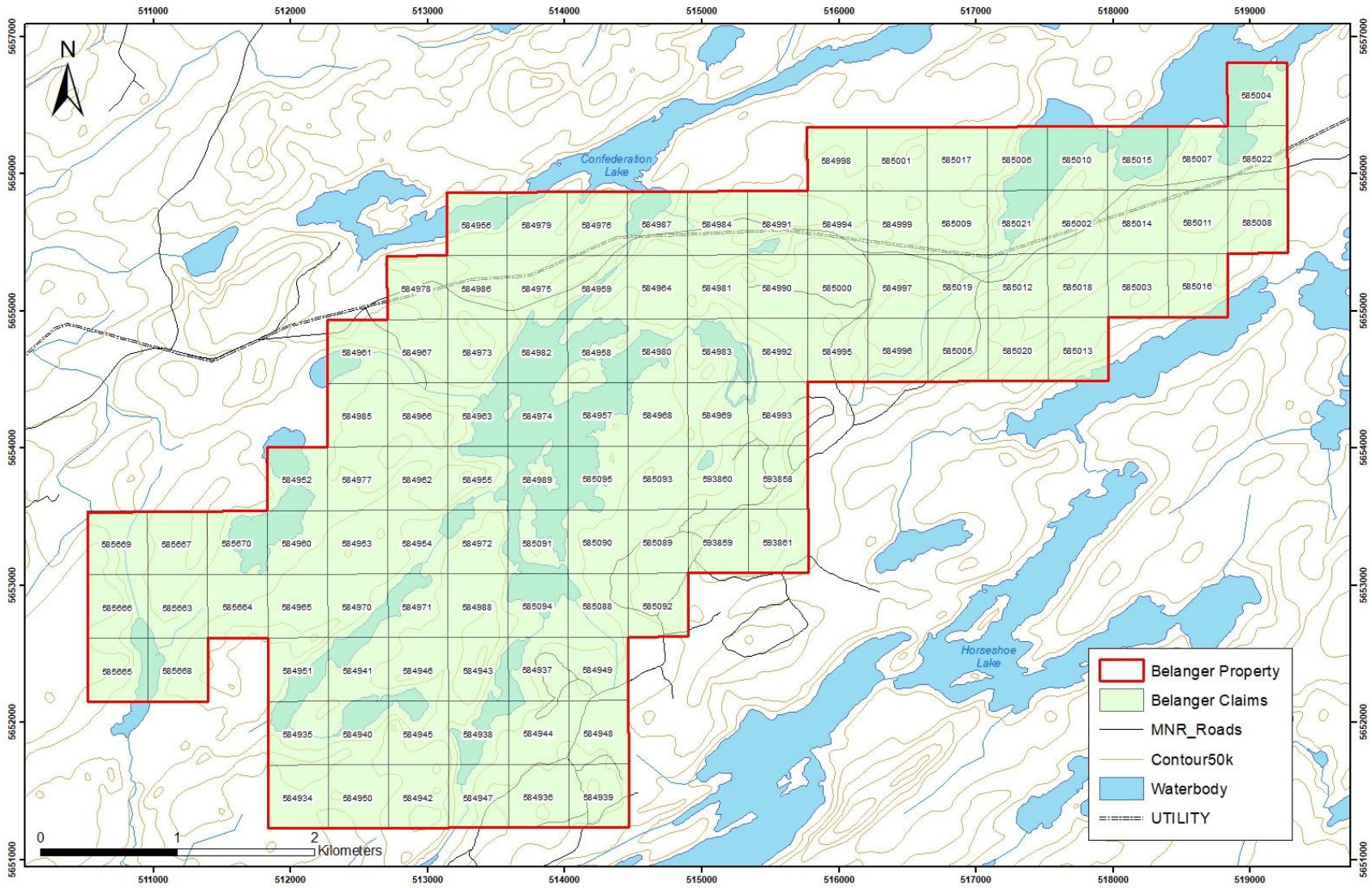


Figure 2: Property Claims

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Property is located approximately 75 km east of Red Lake, Ontario in the Red Lake Mining Division (Figure 1 and 2). The claim group lies in Knott, Mitchell, Bowerman and Belanger Townships. Access to the property is from the town of Ear Falls up South Bay Mine Road, 65 km northeast of the town of Ear Falls.

The town of Red Lake is accessed by the all-weather paved highway 105 that extends north for 175 km from the Trans-Canada Highway 17 at Vermilion Bay, Ontario to Red Lake. Red Lake airport is serviced by commercial scheduled air services from Thunder Bay, Ontario and Winnipeg, Manitoba.

The climate in the Red Lake area is described as warm-summer humid continental (climate type Dfb according to the Köppen climate classification system). Mean daily temperatures range from -18˚C in January to +18˚C in July. Annual precipitation averages 70 cm, mainly occurring as summer rain showers, and total annual precipitation includes approximately two metres of snow. Snow usually starts falling during late October and starts melting during March but is not normally fully melted until late April. Fieldwork and drilling are possible year-round on the property some swampy areas are more easily accessible in the winter when frozen.

Red Lake is a municipality with a population of 4,107 (2016 Census) and includes the smaller communities of Red Lake, Balmertown, Cochenour, Madsen, McKenzie Island and Starratt-Olsen, all of which are built around operating or former gold mines. Evolution Mining Limited currently operates the Red Lake Gold Mine that comprises the former Dickenson, Campbell and Cochenour mines. Since production commenced in 1949, the combined Red Lake Operation has produced more than 25 Moz of gold at an average grade in excess of 20g/t gold (https://evolutionmining.com.au/red-lake/).

Highway 105 connected Red Lake to the Trans-Canada Highway in 1946, opening up the area to logging and to hunting and fishing tourism as well as mining activity.

Gold mining is the area's primary economic activity. The Municipality of Red Lake offers a full range of services and supplies for mineral exploration and mining, including both skilled and unskilled labour, bulk fuels, freight, heavy equipment, groceries, hardware and mining supplies.

Timber extraction also contributes to the Red Lake economy.

The Property has gentle to moderate topographic relief with elevations ranging from 360 to just over 380 m. Topography is dominated by glacial outwash covered with jack pine and mature poplar trees. Bedrock exposure is limited to low ridges or exposures near rivers or creeks. Swamps, marshes, small streams, and small to moderate-size lakes are widespread. Glacial overburden depth is generally shallow, rarely exceeding 20m,

and primarily consists of ablation till, minor basal till, minor outwash sand and gravel, and silty-clay glaciolacustrine sediments.

The elevation of Red Lake is 357 m asl and is in the Arctic watershed. Red Lake drains into the Chukuni River which flows initially south east into the English River, then west to the Winnipeg River, and north to the Nelson River before discharging into Hudson Bay.

Vegetation consists of thick second growth boreal forest composed of black spruce, jack pine, poplar, and birch.

6.0 HISTORY

The town of Red Lake was founded on gold discoveries made in 1925 by Ray and Lorne Howey and George McNeely. The discoveries led to a gold rush peaking in 1926 with a subsequent mining boom in the 1930s and 1940s that resulted in 12 producing gold mines. The Property spans a large block of ground south and east of the South Bay Mine (Cu, Zn) (past producer 1971 to 1981) of 1.45 million tons of ore grading 2.3% copper, 14.7% zinc and 120 g/t silver.

A review of the MENDM assessment files available online indicates the first recorded exploration on the Property commenced in 1969. Table 2 illustrates the Afri_Fid, year, company, township, percentage of coverage on the present Property and exploration type. The Afri-Fid descriptor can be placed into an internet browser and will go directly to the MENDM file of the work. It is noted that most of the historical exploration is peripheral to the Property [?] with work to the east focused on the base metal potential of the Confederation Belt rocks and to the west focused on both gold and base metal potential. The majority of the Property has not been thoroughly explored. It must be noted that there was no governmental requirement of supplying assay data for diamond drill holes until 1990. The Authors have reviewed all the diamond drilling that has been conducted on the Property and it is summarized below.

TABLE 2. Belanger Property Exploration

AFRI_FID	YEAR	PERFORMED	TOWNSHIP	Percentage	WORK_DESCRIPTION
52N02SW0007	1969	Dome Expl (Canada) Ltd	Mitchell	50.43%	Airborne Electromagnetic
52N02SW8909	1970	Cochenour Expl Ltd	Belanger	63.13%	Electromagnetic, Geological Survey / Mapping
52N02SW0460	1970	Red Lake Syndicate	Mitchell	28.40%	Electromagnetic, Magnetic / Magnetometer Survey
52N02SW0461	1980	M Powley	Little Bear Lake Area	100.00%	Diamond Drilling
52N02SE0026	1984	Getty Canadian Metals Ltd	Belanger	7.14%	Assaying and Analyses, Miscellaneous Compilation and Interpretation
52N01SW0002	1992	J Williamson	Jubilee Lake Area	64.06%	Assaying and Analyses, Bedrock Trenching, Overburden Stripping
52N02SE0045	1994	Noranda Exploration Co	Mitchell	28.97%	Electromagnetic, Magnetic / Magnetometer Survey, Open Cutting
52N02SE0025	1995	Noranda Mining & Expl Inc	Mitchell	49.39%	Electromagnetic, Geochemical, Geological Survey / Mapping
52N02SW0011	1996	Cdn Zeolite Ltd	Knott	62.39%	Electromagnetic Very Low Frequency, Induced Polarisation, Magnetic / Magnetometer Survey, Open Cutting
52N02SW0018	1997	Jerrold Williamson, Perry English	Knott	10.56%	Assaying and Analyses, Bedrock Trenching, Mechanical, Overburden Stripping, Prospecting
52N02SW2002	1998	Cdn Mining Ltd	Belanger	9.14%	Induced Polarisation, Open Cutting

52N02SW2006	1999	J Williamson	Belanger	96.92%	Assaying and Analyses, Bedrock Trenching, Mechanical, Overburden Stripping, Prospecting
52N02SW2007	2000	Nuinsco Resources Ltd	Bowerman	96.28%	Electromagnetic, Open Cutting
52N02SW2011	2002	Kings Bay Gold Corp	Knott	96.05%	Assaying and Analyses, Diamond Drilling
52N02SE2013	2002	Red Lake Resc Inc	Mitchell	21.86%	Assaying and Analyses, Geochemical, Geological Survey / Mapping, Manual Labour
52N02SE2012	2002	Red Lake Resc Inc	Mitchell	28.30%	Compilation and Interpretation - Ground Geophysics, Geological Survey / Mapping, Manual Labour

There are no mineral resources or reserve estimates for the property and there has been no mineral production from the Property.

1969 - Dome Exploration Canada Ltd (AFRI# 52N02SW0007)

Conducted an electromagnetic airborne survey of their South Bay claim group. This covered the area of Confederation Lake southern arm down NL Lake. No EM conductors were detected over the claim group by the airborne survey.

1970 - Cochenour Exploration Ltd (AFRI# 52N02SW8909)

Carried out a program of geological mapping and geophysical work on the southern area of the current property. No favourable base metal anomalies were outlined on the property and no further work proposed. The horizontal loop electromagnetic survey did not outline any anomalies of importance.

1970 – Red Lake Syndicate (AFRI# 52N02SW0460)

Conducted an Electromagnetic survey over a claim group covering Agnew, Costello, and Mitchell Townships. The survey revealed a number of minor conductors that are believed to represent zones of conductivity, probably caused by layers of clay generally located in and around known lake bottoms. One exception is the conductor on claim KRL 64629 in Group #3. This conductor is apparently deeply buried and projects as a very weak anomaly. However, there is excellent magnetic correlation coincident with the conductor axis and drilling is recommended. This conductor falls approximately on claim 585019 on the current property.

1980 – Marvin Powley (AFRI# 52N02SW0461)

Drilled one hole totaling 123ft (37.48m); intersected intermediate to felsic volcanic rocks. No assays reported.

1992 – J. Williamson (AFRI# 52N01SW0002)

Prospecting, stripping, blasting and sampling on the Belanger property. In total 53 samples were taken. The "C-Zone" returned 3.8g/t Au, 5.47% Cu, and 4.11g/t Au 0.5% Cu, and 2.68 g/t Au 1.32% Cu. The "E-Zone" returned 60.43g/t Au from a silicified quartz porphyry with quartz stockwork. These grab samples were taken from trenches in the area of claim 584947.

1994 & 1995 – Noranda Mining & Exploration Inc (AFRI# 52N02SE0045 & 52N02SE0025)

1994 program consisted of line cutting and ground geophysics on two grids (both grids are mostly north of the current property with the southern part of grid B falling inside the currently property boundary). A number of anomalies were generated, and this was

followed up with geological mapping and lithogeochemical sampling. Two conductive zones were identified which are associated with base metal favourable altered felsic volcanic rocks.

1996 – Canadian Zeolite (AFRI# 52N02SE0045)

A MAG/VLF, and a 4 level Pole Dipole Induced Polarization survey was conducted on a portion of the Belanger grid. A total of 11 km of line cutting and Mag/VLF and 10 km of IP was surveyed. The survey indicated large areas of chargeability anomalies which could host massive sulphide or precious metals. This survey covers parts of claims 584942 and 584947.

1997 – J. Williamson & P. English (AFRI# 52N02SW0018)

Conducted a program of stripping, trenching, blasting and sampling. A pit was sunk on a gold-bearing quartz vein that yielded Au values reportedly up to 0.90oz/t Au**. However, assay certificates do not include this assay value**. Highest gold assays were from the "Hemming Zone" returning 3.18g/t Au. Other areas near the Joey showing returned 0.36% Cu.

1998 – Canadian Mining Ltd (AFRI# 52N02SW2002)

Conducted line cutting and IP survey totaling 11.1-km. This survey falls south of the current property boundary.

1999 – J. Williamson (AFRI# 52N02SW2006)

67 Rock samples collected, four areas stripped and sampled. The D zone returned assay values that averaged 0.48% Cu over 34 ft with the highest gold value being 196 ppb Au. Grab samples from the D zone extension returned up to 2.02% Cu, 144 ppb Au, and 3.85% Cu, 3410ppb Au, and another sample 1180 ppb Au.

2000 – Nuinsco Resources Ltd (AFRI#52N02SW2007)

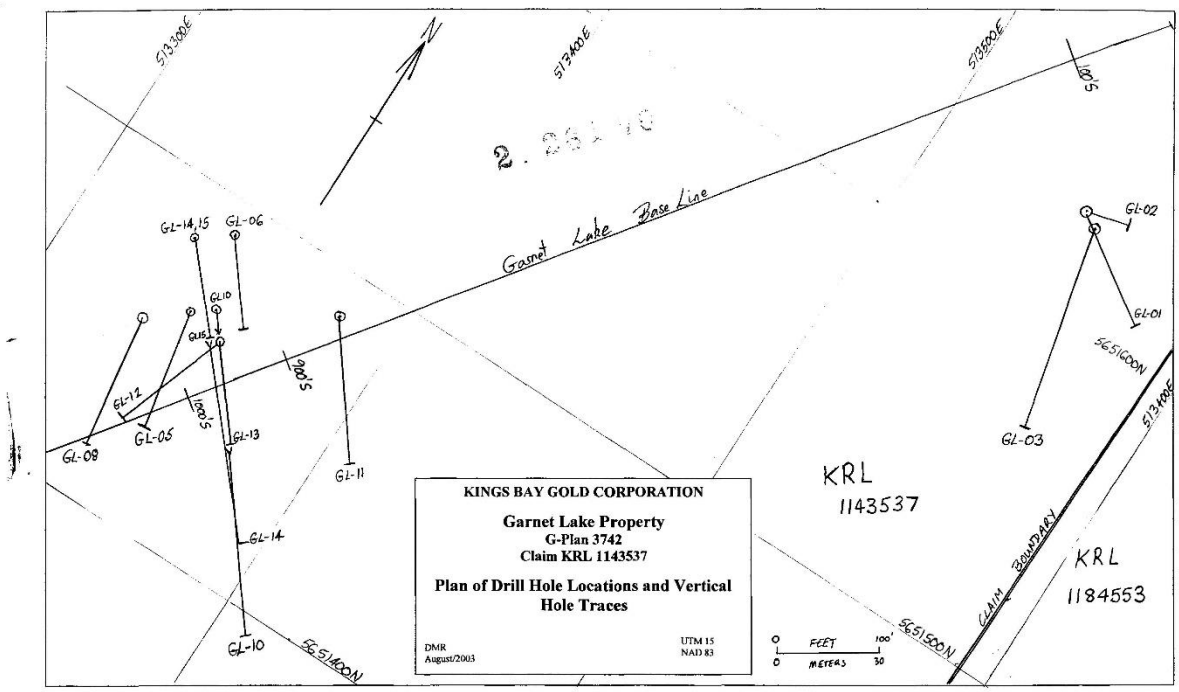
Conducted a program of line cutting and TDEM surveying over areas of anomalous airborne responses. Although the survey detected zones of weakly to moderately conductive material within the area of interest, responses have been interpreted as having insufficient conductivity and dimensions to indicate the presence of sulphide mineralization. The survey area falls on claims 584942 and 584947.

2002 – King Bay Gold Corp (AFRI#52N02SW2011)

Conducted a diamond drilling program of 12 holes totalling 897.5m. Assays results returned 3.05g/t Au (27098) over 1.5ft, 2.10g/t Au over 4ft (27099), 0.4g/t Au 0.70% Cu over 3.5ft (27455), (27056) 7.64g/t Au, 2.08% Cu over 1.0 ft, (27407) 4.41g/t Au over 2.0ft, (27147) 7.66 g/t Au, 2.06% Cu over 1.0ft.

This core was retrieved from the Kenora Resident geologist office and subsequently re-logged and re-assayed. The author notes that the core was in poor conduction with many boxes missing, boxes had been dropped, holes mislabelled, and additional holes labelled but not reported in the assessment files. As such the validity of these assays cannot be relied upon.

Figure 3: Location of King Bay Gold Drilling



2002 Red Lake Resources Inc (AFRI# 52N02SE2012 & 52N02SE2013)

Carried out geological and geophysical surveys and a soil geochemical survey (475 soil samples) and lithogeochemical surveys (119 rock samples) in selected areas of the current property. Their work was largely focused on evaluating the gold potential in shear zones and along faults, which were identified in earlier works (Jones 2002). The highest gold values from soil and rock samples are reported as 475 ppb and 250 ppb, respectively. A broad area, 400x150 m, of highly anomalous Pb, Zn and Ag in soil is reported to occur south of Joey showing, south of the South Bay Road (Jones 2003). This area lies just east of a band of felsic metavolcanic rocks and a broad zone of sodium depletion in rocks reported by Noranda (MacDougal 1995).

2010 Datamine Exploration Inc (AFRO# 2.4592)

Spectral IP/Resistivity and Magnetic surveys completed over claims 584942, 584947, 584936 for a total of 18.5 l-km. At least 84% of the IP anomalies would be considered

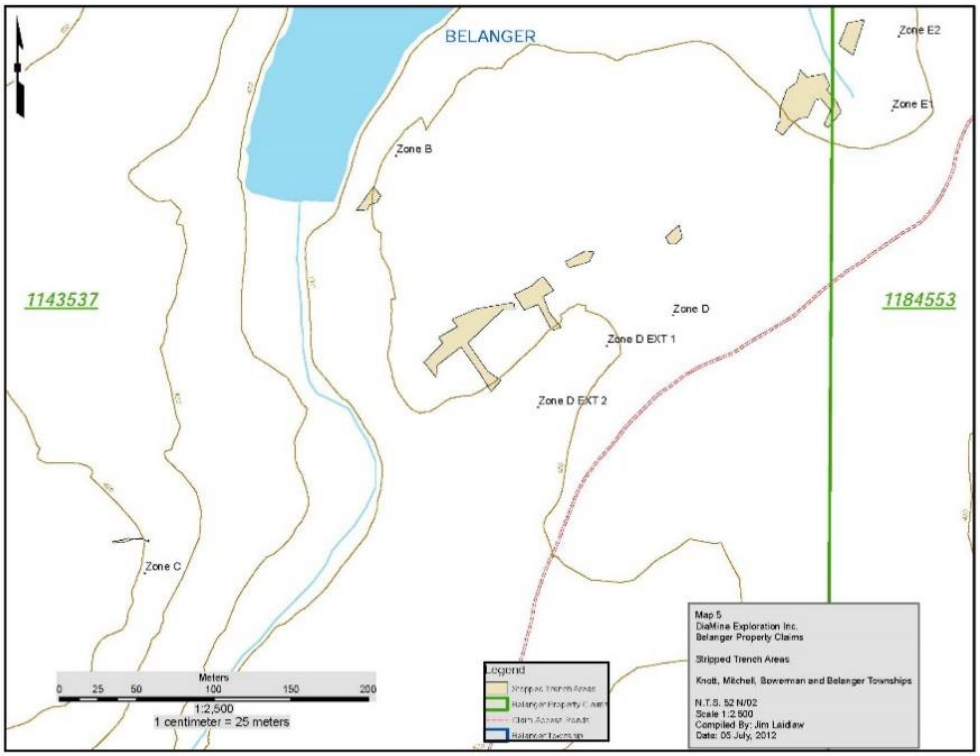
shallow. Despite the absence of EM anomaly centres from the 1991 Dighem survey, the IP-resistivity results suggest at least 3 short bedrock conductors.

1) The best geophysical target is the 300m long IP zone that is on strike with Williamson/Seyler zones D and E and may include untested zone C. A longer and stronger version of the stringer sulphides of zone D is expected. The highest priority target would be the strong shallow IP anomaly and probable bedrock conductor at 200 W, 0+00N. Further drilling along the full length of the target zone as results warrant (Figure 4).
2) The weak IP anomaly at 200E, 200N, midway between the Kings Bay Gold drill clusters is a possible drill target, Higher gold assays at zone E may compensate for modest IP amplitudes.

2012 – P. English (AFRO#2.52491)

A total of 32 rock samples were collected and assayed for gold and 28 elements. A series of historic trenches was surveyed using a GPS to produce polygons of the areas that were reported in AFRI 52N02SW2002. Ten diamond drill hole collar were located from the 2002 Kings Bay drill program. One grab sample, 24529 returned 25g/t Au from the "Trench C" site. Other samples from this trench ranged from 1.01g/t Au, 0.8% Cu (24534) to 7.63g/t Au, 0.8% Cu (24526)

Figure 4: Stripped Areas



2012 – Open Gold Corp (AFRO# 2.52243)

Helicopter-borne Electromagnetic/Magnetic survey by Fugro. Lines were spaced 100-m at 130 degrees. Approximately 274 l-km were flown. This survey covers the northern part of the current property.

7.0 GEOLOGICAL SETTING AND MINERALIZATION

7.1 Regional Geology

Regionally, the Property occurs within the southern Birch-Uchi Greenstone Belt (BUGB) in the Uchi Subprovince of the Superior Province of the Canadian Shield (Figure 5). The BUGB consists of three mafic to felsic volcanic cycles referred to as Cycle I (lower sequence), Cycle II (middle sequence) and Cycle III (upper sequence) (Thurston, 1985). To date, Cycle III, underlying the property, is the only sequence with proven economic base metal mineralization as represented by the South Bay Mine located 10 kilometres northeast of the Property. In addition to this deposit, the Cycle III sequence also hosts a number of significant base metal mineralization and prospects both on and off the property boundaries. All of the prospects are typical VMS deposits exhibiting Cu-Zn rich massive sulphides mineralization localized along stratigraphic “time breaks” with intensely altered footwall rocks, and unaltered hanging wall stratigraphy.

The Cycle III metavolcanic sequence consists of dominantly interbedded felsic to intermediate flows and pyroclastic rocks with minor basalt flows and interflow metasediments. The mineralization is largely hosted by altered felsic to interflow metasediments. The base metal mineralization is largely hosted by altered felsic to intermediate pyroclastics exhibiting chlorite-biotite-garnet-anthophyllite footwall alteration mineral assemblages. Lithogeochemical sampling of altered volcanic rock has been identified widespread semi-conformable hydrothermal alteration exhibiting Na-depletion, Mg-enrichment and locally base metal enrichment typical of VMS hydrothermal systems (Harper, 1996).

The metavolcanic rock sequence in the Belanger Property area have been intruded by felsic and mafic igneous rocks, also of Archean age. The country rocks have been metamorphosed to a greenschist facies and locally to amphibolite grade proximal to the intrusions.

Regionally, the area has been affected by at least two phases of deformation (Fyon and Lane 1986). The first deformation (D1) is a northwest-southeast directed compression causing the development of northeast to north-trending structural elements such as the regional syncline in the Belanger Project area.

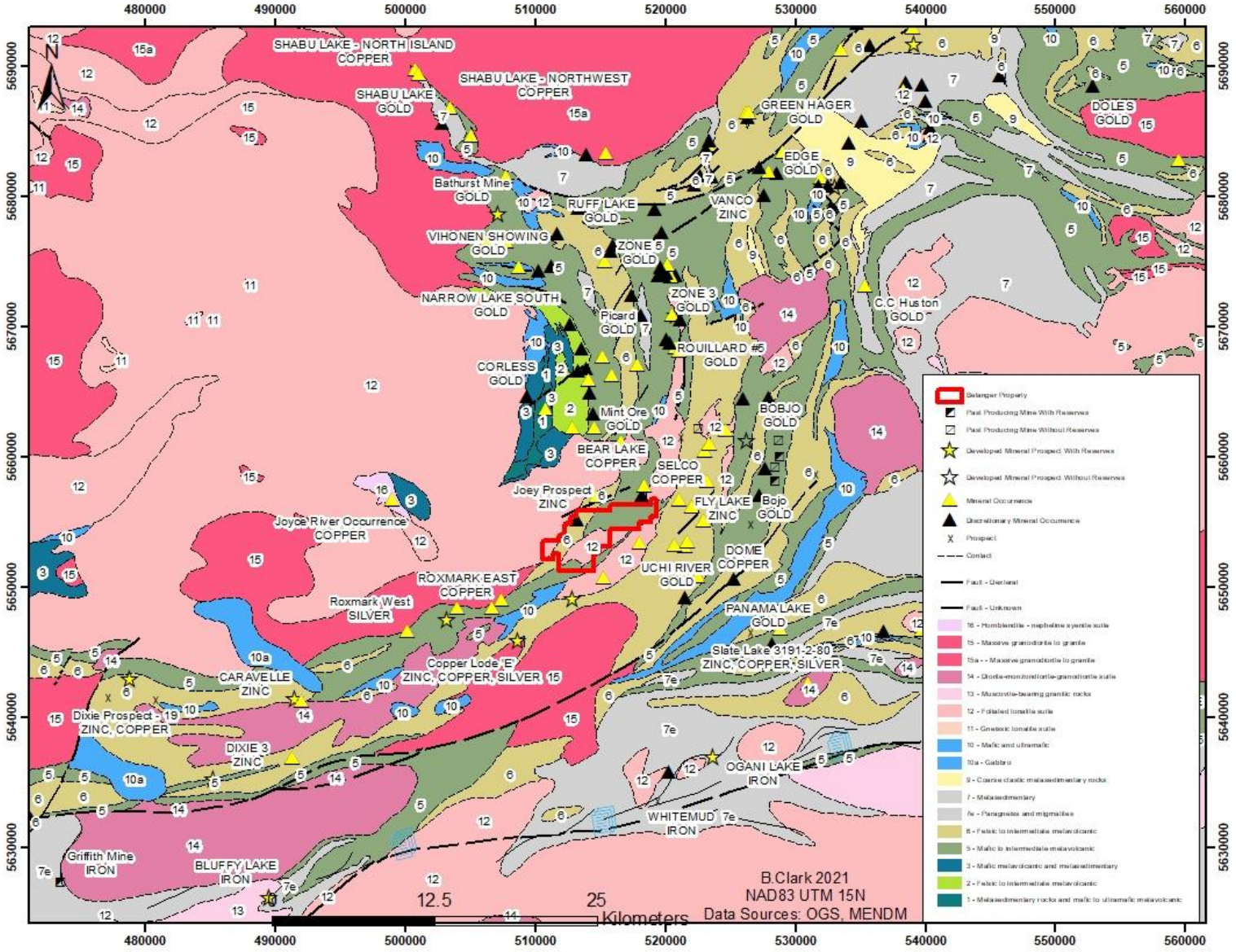


Figure 5: Regional Geology

7.2 Local and Property Geology

The property is situated within the Uchi Mine structural domain which consists of a dominant east-trending foliation and subordinate northeast-trending foliation which represents a high strain zone (Fyon and Lane 1985,1986) (Figure 6). North and northeast-trending mafic metavolcanic flows are intercalated with dominantly intermediate to felsic pyroclastic rocks and minor interflow metasediments.

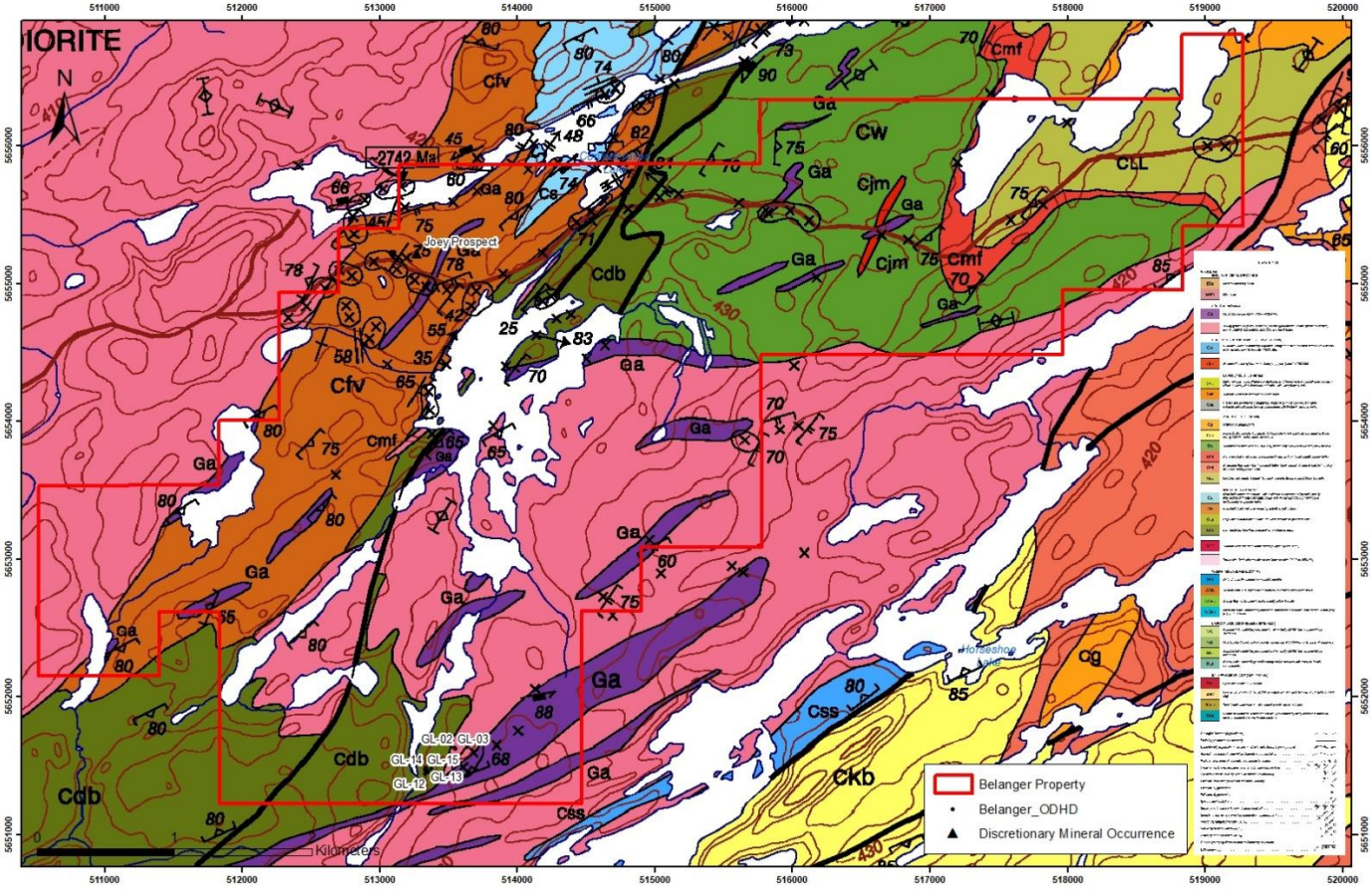


Figure 6: Property Geology.

7.3 Mineralization

There are a series of mineralized zones on the Property with gold and base metal affinity. They include the Joey Prospect, Hemming Occurrence, Williamson Occurrence and King Bay Gold Corp. areas.

Joey Prospect (Red Lake Resources, 2002)
(UTM 5655215E, 513275E)

The Joey prospect consists of an approximately 3 metre wide quartz vein that is exposed in two places in a trench over a distance of 50 metres. The Joey vein/shear zone consists of a massive quartz vein (200º/60-65º) and adjacent wall rock that contains numerous narrow quartz veinlets separated by sheared septa of biotite hornfels altered gabbro. The quartz vein locally contains clots of coarse grained pyrite and trace of chalcopyrite and sphalerite. Sulphides are also found as smaller clots along the vein contact and within the septa of biotite hornfels. Pyrite content in the vein is estimated to average 1%. A similarly oriented vein, with minor pyrite mineralization, was found roughly 300 metres along strike to the south.

Although assays show anomalous base metal content locally in the Joey veins, up to 0.48% Zn, and 967ppm Cu, gold content is consistently low, 35 pb Au and less.

Noranda identified broad area of Na-depletion and grab samples up to 1.81% Cu.

Hemming Occurrence

The occurrence consists of 3 separate gold showing located southeast of Hemming Lake (local name) in the southwest corner of Knott Township.

The Hemming Occurrence is situated within the northeast-trending Confederation Lake Narrows deformation zone (Fyon and Lane 1986)

The Hemming Occurrence is located within a narrow northeast trending wedge of intermediate pyroclastic rocks of the cycle III sequence (Thurston 1985) intruded by granodioritic rocks of the Trout Lake batholith. The metavolcanic rocks are also intruded by northwest trending felsic feldspar porphyry dikes and gabbro dikes and sills. The metavolcanic rocks have been metamorphosed to amphibolite grade and contain garnets, biotite and amphibole. Gold-bearing quartz veins are hosted by narrow northeast-trending shear zones at or near the contact between sheared intermediate tuff and a large gabbro sill or dyke. Sheared wall rocks are chloritized and sericitized.

The No.1 or Main showing consists of a large trench sunk on an 8 to 12 inch wide quartz vein trending 030/70SE. The vein contains abundant chlorite stringers and minor amounts of disseminated galena and fine visible gold. Samples from P. English and J. Williamson indicated erratic gold values in the quartz veins and alteration zones. Samples of the vein assay as high as 0.24 ounce per ton Au while four other vein

samples contained 3180 ppb Au and 0.8 ppm Ag, 790 ppb Au and 0.5 ppm Ag, 1040 ppb Au and 0.2 ppm Ag and 70 ppb Au and 1.2 ppm Ag respectively (OFR5969, p23).

Two grab samples taken by A.P Pryslak from the quartz vein at the No.1 showing assayed 0.11 oz/ton au and 0.13oz/ton Ag; and 0.59 oz/ton Au and 0.41 oz/ton Ag (Pryslak 1975).

The No.2 showing is located 2000 ft southwest of the Main showing. The No.2 showing consists of a small trench sunk on a massive, white, quartz vein striking 040º/90º along an exposed strike length of 35 feet. The vein is 9 ft wide at its northeast end and branches into 2 separate veins, which are 5 ft and 12 ft wide at their southwest extension. The vein contains chloritic inclusions of wall rock and minor amounts of galena. The vein occurs at a gabbro/tuff contacts which is on strike with the No.1 showing.

The No.3 showing is situated about 3400 ft east-northeast of the No.1 showing and is located on the north shore of a small lake. The showing consists of a 1 to 7 foot wide quartz vein which has been traced along a gabbro/tuff contact for 82 feet.

G. Hemming reported that a diamond drill hole targeted on the quartz vein at the No.3 showing intersected 0.10 oz/ton au across 3ft (Pryslak 1975) OFR5835

Williamson Occurrence

OFR_5835

The occurrence is situated within a strong, east to east-northeast trending shear zone. Northeast-trending, amygdaloidal, feldspar-phyric, amphibolitized, mafic volcanic flows of Cycle III sequence (Thurston 1985) are intruded by a large granodiorite stock and smaller gabbro intrusions.

The occurrence is situated within a wide shear zone striking between 260º to 274º for several hundred metres. The shear zone is hosted by amphibolitized, biotitic, feldspar-phyric, massive mafic flows. The sheared rock is fissile, rusty, and hosts quartz lenses and stringers. Quartz-phyric felsic dikes trending between 220 º and 250 º intrude the metavolcanic rocks and an irregular mass of diorite outcrops north of the mineralized shear zone.

A 0.46m wide quartz vein strikes 226 º /62 º NW is hosted by sheared mafic metavolcanic rocks. The quartz vein consists of fine, sugary quartz which hosts disseminated chalcopyrite, pyrite, native copper, bornite, and malachite staining. The wallrock are chloritic, sericitic, and carbonatized. Seams, layers, and disseminations of chalcopyrite, pyrrhotite, and pyrite occur throughout the sheared metavolcanic rocks.

A grab sample taken from the quartz vein by J. Parker (2000) assayed 0.46 oz/ton Au and 3000ppm Cu. Three grab samples taken by J. Parker (2000) at various locations along the strike of the shear zone assayed 0.068 oz/ton Au and 1.65% Cu; 139 ppb Au

and 4100ppm Cu; and 78ppb Au and 3700ppm Cu. The grab samples consisted if sheared and altered mafic metavolcanic rocks hosting variable amounts of sulphides.

Seven grab samples collected from the occurrence by B.T Atkinson (1988). The better results were:

TABLE 3: Williamson Occurrence Sample Results

Sample No.	Sample Description	Au (ppb)	Ag (ppm)
88-BTA-83	Diorite with pyrite	1570	17
-85	Sheared mafic flows with sulphides	1300	19
-86	Intermediate dike from main shear zone	2190	8

Grab samples are point samples and may not be indicative of the overall mineralization.

Summary from Williamson, 1999 (52N02SW2006) (Figure 4)

Zone B: consist of massive and sheared gabbro and disseminated pyrite and chalcopyrite and confined mainly to the sheared rock

Zone C: It consists of an exposure of heavily disseminated pyrite and chalcopyrite along a small rock face. The mineralization is contained within pillowed mafic flows near the contact with a quartz-feldspar porphyry.

TABLE 4: Zone C Sample Results

SAMPLE	UTME	UTMN	REMARKS	Au ppb	Au g/t	Cu ppm
24527	513146	5651334	Strongly sheared chlorite schist with quartz veining trending about 80°, in a medium-grained granite intrusion	38	*	230
24528	513144	5651334	Chlorite schist, .50m wide quartz vein (massive), 2-3% cpy, Fracture at 120°	7630	7.63	8060
24529	513144	5651334	Granite, 3-5% cpy (disseminated to massive patches), Granite boudinaged fragments in strongly sheared chlorite schist	>10000	25	4220
24530	513140	5651334	Chlorite schist, 1-2% cpy (disseminated to massive patches), Calcite crystals, strike/dip 273°/70°	1680	1.68	1140
24531	513133	5651332	Chlorite schist, 1-2% cpy (disseminated to massive patches), 1-2% py (disseminated to massive patches), muscovite, Quartz appears as fragments, strike/dip 269°/82°	3510	3.51	2550
24532	513127	5651331	Chlorite schist, cpy (massive veinlets), Chip composite sample twinning Historic Samples BC-1andBC-2. Blasted pit area.	4790	4.79	5870
24533	513137	5651333	Chlorite schist, 1 to 3% cpy (disseminated), Strongly sheared	3990	3.99	1200

SAMPLE	UTME	UTMN	REMARKS	Au ppb	Au g/t	Cu ppm
24534	513137	5651333	Granite, 3-5% cpy (disseminated to massive patches), Massive pink weathered granite dyke intruding strongly sheared chlorite schist (sample 24533).	1010	1.01	8200

Zone D: consist of two exposures about 100m apart (D zone & D Zone extension). Mineralization consists of pyrite and chalcopyrite along the contact between sheared and massive basalt (gabbro?) and in the sheared gabbro along the contact with quartz-feldspar porphyry.

- Results (Williamson 1999)
- The D zone returned assay values that averaged 0.48% Cu over 34 ft with a higher grade section that assayed 0.97% Cu over 10.2ft. The highest gold value was 196 ppb Au. Two other continuous chip samples from trenches on D zone returned values of 0.60% Cu over 18 ft and 0.59% Cu over 15 ft. Grab samples from the D zone extension gave values of 2.02% Cu, 144ppb Au, and 3.85% Cu, 3410 ppb Au and another sample assayed 1180 ppm Au.

King Bay Gold Corp Drilling (Figure 3)

- Conducted a diamond drilling program of 12 (twelve) holes totalling 897.5m. Assays results returned 3.05g/t Au (27098) over 1.5ft, 2.10g/t Au over 4ft (27099), 0.4g/t Au 0.70% Cu over 3.5ft (27455), (27056) 7.64g/t Au, 2.08% Cu over 1.0 ft, (27407) 4.41g/t Au over 2.0ft, (27147) 7.66 g/t Au, 2.06% Cu over 1.0ft.
- This core was retrieved from the Kenora Resident geologist office and subsequently re-logged and re-assayed. The author notes that the core was in poor conduction with many boxes missing, boxes had been dropped, holes mislabelled, and additional holes labelled but not reported in the assessment files. As such the validity of these assays cannot be relied upon

Zone E: consists of a swarm of quartz veins 20cm to 1.3m wide cutting mafic and felsic volcanics. The quartz veins and the host rock and variably mineralized with pyrite and chalcopyrite. The mineralized and quartz veined zone has a width of about 10m. Native copper has been identified in some samples. Previous sampling of this zone returned up tot 60.43 g/t Au, 330 ppm Cu (B-E8, R. Seyler 1992) of a quartz vein with 2% fine grained pyrite, and trace chalcopyrite. Other samples from this zone returned as low as 7 ppb Au and 71 ppm Cu up to 9.67g/t Au and 85ppm Cu, 2.45g/t Au and 1900 ppm Cu, and 2.10g/t Au and 160 ppm Cu respectively.

8.0 DEPOSIT TYPES

Exploration on the Property is focused on identifying and delineating Archean-aged orogenic gold deposits (Groves et al., 1998). Following Kerrich et al. (2000), orogenic gold deposits are typically associated with crustal-scale fault structures, although the most abundant gold mineralization is hosted by lower-order splays from these major structures. Deposition of gold is generally syn-kinematic, syn- to post-peak metamorphism and is largely restricted to the brittle-ductile transition zone. However, deposition over a much broader range of 200–650ºC and 1–5 kbar has been demonstrated. Host rocks are highly variable, but typically include mafic and ultramafic volcanic rocks, banded iron formation, sedimentary rocks and rarely granitoids. Alteration mineral assemblages are dominated by quartz, carbonate, mica, albite, chlorite, pyrite, scheelite and tourmaline, although there is much inter-deposit variation.

Dubé et al. (2004) have documented that the main stage of Red Lake gold mineralization postdates volcanism of the Balmer assemblage at 2990 to 2960 Ma and is contemporaneous with emplacement of the ca. 2718 Ma Dome and McKenzie stocks. The <2747 Ma conglomerate from the Huston assemblage in the Red Lake mine occurs at an important interface between Mesoarchean and Neoarchean strata and highlights the proximity of the Campbell-Red Lake deposit to a folded regional unconformity, supporting the empirical, spatial and possible genetic relationship between large gold deposits and regional unconformities in the district. They propose that areas of high potential for gold exploration in Red Lake occur in rocks within 500 m to 1 km of the unconformity.

Parker (2000) describes the Red Lake greenstone belt has been affected by a large-scale (10's of kilometres) hydrothermal alteration system, resulting in approximately contemporaneous strong to intense, distal calcite carbonatization that affects rocks of all ages, and less extensive (kilometre), proximal, strong to intense ferroan-dolomite and potassic alteration, found in almost all areas hosting gold mineralization.

Great Bear Resources' Dixie Project is a gold exploration and discovery project located only 25 kilometers southwest of Red Lake, Ontario. During the last two years, there have been multiple high-grade gold discoveries - the Dixie Limb, Hinge, Arrow, Bear-Rimini, Yuma, Auro, Yauro, Viggo and Gap zones. The last six discovery areas are now considered one zone that is hosted within the LP Fault deformation zone, which is part of an 18km structural target that is being explored by Great Bear Resources.

Great Bear Resources' Dixie Project hosts two principal styles of gold mineralization (Adamova, 2020):

- **High-grade gold in quartz veins and silica-sulphide replacement zones (Dixie Limb and Hinge)**. Hosted by mafic volcanic rocks and localized near regional-scale D2 fold axes. These mineralization styles are also typical of the significant mined deposits of the Red Lake district.

- **High-grade disseminated gold with broad moderate to lower grade envelopes (LP Fault).** Interpreted to traverse the Dixie Project for approximately 18 kilometres of strike length and currently drilled along 4 kilometres of strike length. High-grade gold mineralization is controlled by structural and geological contacts, and moderate to lower-grade disseminated gold surrounds and flanks the high-grade intervals. The dominant gold-hosting stratigraphy consists of felsic sediments and volcanic units.

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9.0 EXPLORATION

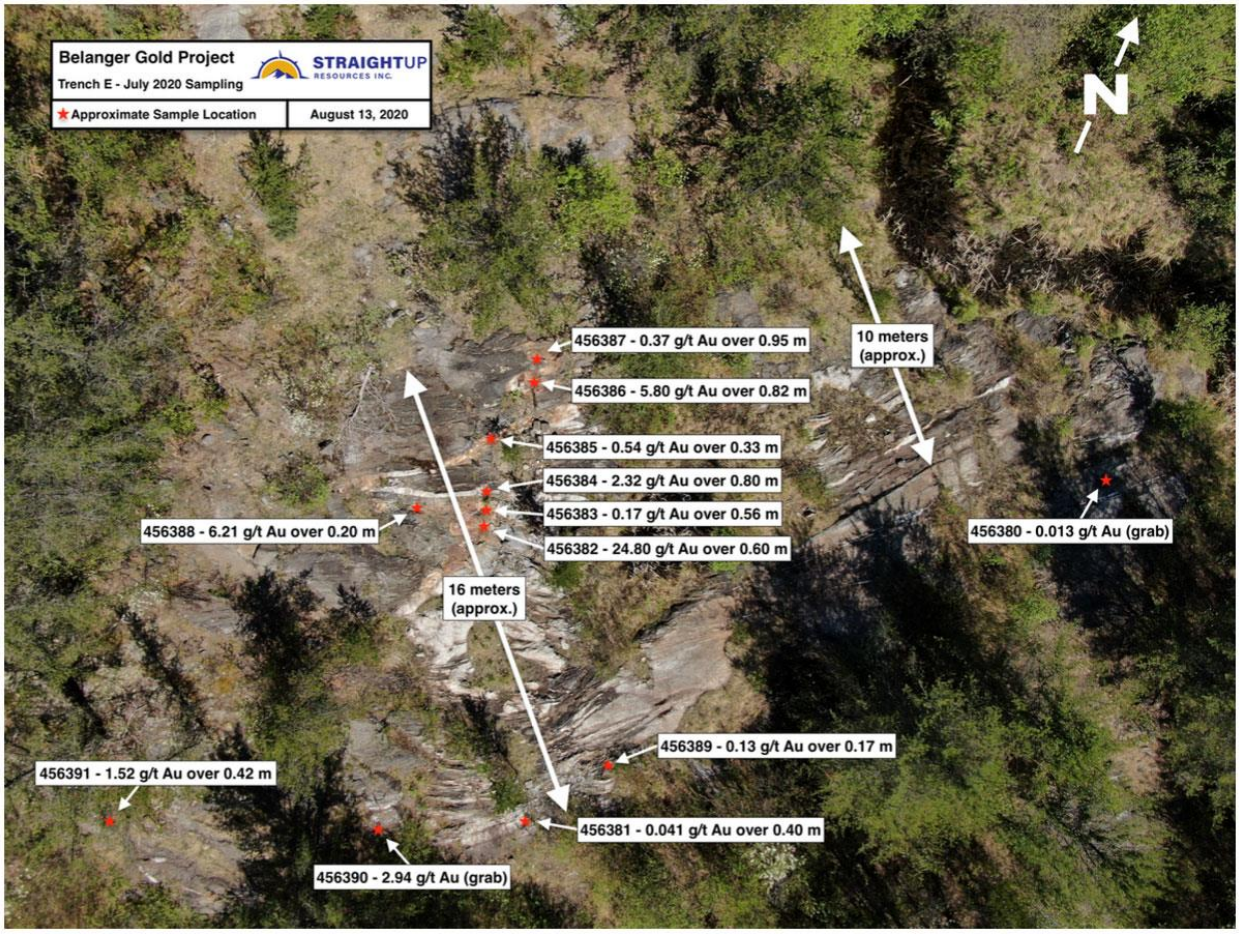
In July 2020, the company contracted Tim Towmey P.Geo to carry out initial verification prospecting and sampling on the Williamson Occurrence (Table 4)(Figure 7). The showings, referred to as the Williamson Occurrences were trenched in the 1990's. These occurrences, named trenches C, D and E were examined, sampled and structural measurements taken. Alteration observed in the deformed rocks was variable; being composed of chlorite +- magnetite in the mafic rocks, and silicification with minor iron-carbonate, depending on the rock-type.

Mr. Twomey took various grab and chip samples from each of the three showings, for a total of 22 samples. Mineralization occurs as disseminated pyrite and chalcopyrite in sheared mafic volcanics, felsic dykes and metasediments as well as within deformed quartz veins.

TABLE 5: Tim Twomey Assays

Sample	Au ppb	Au g/tonne	SAMPLE DESCRIPTION	TYPE	TRENCH
456373	724		3-5 cm qtz veinlet in basalt, trace diss. cpy, beside #24528	grab	C
456374	985		2 cm qtz veinlet in basalt & FP, trace diss. cpy, beside #24529	grab	C
456375	2360	2.36	10 cm qtz veinlet in basalt & FP, trace diss. cpy, beside #24534	grab	C
456376	1970	1.97	Chlor-Schist, 10% qtz veinlets, trace diss. cpy, beside #24531	40 cm chip	C
456377	3880	3.88	Chlor-Schist in pit, 1/2% diss. cpy, beside #24532	90 cm chip	C
456379	26		near C Trench, 10-15 cm white qtz veinlet in granite	grab	
456380	13		biotite-schist, 1% diss. F.g. py	grab	E
456381	41		cherty seds, 30% qtz vein, beside Confed sample(?)	40 cm chip	E
456382	24,800	24.80	rusty qtz vein, tr. diss. Py *(overlimit reassay by Actlabs)*	60 cm chip	E
456383	168		silicified white felsic dyke, beside vein	56 cm chip	E
456384	2320	2.32	qtz vein	80 cm chip	E
456385	539		rusty qtz vein, tr. diss. py	33 cm chip	E
456386	5,800	5.80	rusty qtz vein, tr. diss. py, *(overlimit reassay by Actlabs)*	82 cm chip	E
456387	372		rusty qtz vein, tr. diss. py, and wallrock	95 cm chip	E
456388	6,210	6.21	rusty grey qtz vein, tr. diss. py & cpy. *(overlimit reassay by Actlabs)*	20 cm chip	E
456389	126		folded white qtz vein.	17 cm chip	E
456390	2940	2.94	folded rusty qtz vein, tr. diss. cpy.	grab	E
456391	1520	1.52	rusty seds beside vein, tr. diss. py	42 cm chip	E
456392	158		rusty chlor-sch, tr diss. cpy.	grab	D
456393	163		rusty chlor-sch, tr diss cpy.	grab	D
456394	418		rusty chlor-sch, tr diss cpy.	grab	D
456106	1460		OREAS standard 604 at 1.43 gpt Au	-	-
456107	5		OREAS blank	-	-

Figure 7: Tim Twomey Sample Location



Clark Exploration conducted prospecting, sampling, mapping and re-logging/sampling of some of the Kings Bay core on the Belanger Property (Section 6.0) The prospecting, sampling, and mapping focused on previously underexplored areas of the Belanger Property hosting the historic "Hemming Occurrences" (September 36th to October 3st). The Hemming Occurrences are located within the northeast trending Confederation Lake Narrows Deformation Zone, in the central part of the Belanger Property. A property examination by the Red Lake Resident Geologist in 1997 suggested the showings associated with the Hemming Occurrences are found within a 060° trending shear zone that is potentially more than 100 m wide and extensively silicified.

In total, 27 grab samples were collected and submitted for analysis for gold and base metals to AGAT Laboratories in Thunder Bay, Ontario. From the Hemming Occurrences, 24 samples were collected, of which 13 samples were below detection limit for gold (Table 5). The highest assay, taken from a quartz/ankerite vein hosted within intermediate volcanics, returned 1.93g/t Au and 1.1g/t Ag. Other notable assays returned 0.122g/t Au, 2.4g/t Ag and 1.6g/t Ag, respectively. A grab sample from the "Trench D" area in the vicinity of the Kings Bay 2002 Drill Program returned 0.343g/t Au, 1.1g/t Ag, and 0.454% Cu.

The reader is advised that grab samples and chip samples may not be representative of all the mineralization on the Property.

TABLE 6: Prospecting And Mapping Samples Results

Sample #	Date Created	Northing	Easting	Description
E6094107	2020-08-08T05:31:24-05:00	5653251	512354	Strongly silicified (50%) foliated int. tuff w/ 3-5% galena & 3% vfg diss py
E6094108	2020-08-08T05:40:38-05:00	5653236	512358	Strongly sheared & foliated int. tuff w/ 50% biotite alt.
E6094109	2020-08-08T05:49:02-05:00	5653244	512359	1-5cm rusty & boudinaged qtz vein within strongly sheared & foliated int. tuff, trace vfg py
E6094110	2020-08-09T01:17:34-05:00	5653287	512488	Strongly silicified & foliated qtz eyed (1mm) int. tuff in a significant deformation zone, 1% diss py
E6094111	2020-09-24T02:44:44-05:00	5653209	512325	15-20cm wide sugary qtz vein, bullish white, trace py
E6094112	2020-09-24T03:06:30-05:00	5653209	512326	Sild int. tuff weak to mod shearing, rusty gossan, 1% fg py
E6094113	2020-09-24T03:16:26-05:00	5653214	512326	Very strongly sild int. tuff, 1mm qtz eyes, very strong ankerite alt. gossan, 1% vfg py
E6094114	2020-09-24T06:47:12-05:00	5653210	512326	White qtz vein w/ mod. patchy ankerite alt., trace vfg cpy & py
E6094115	2020-09-24T06:57:48-05:00	5653210	512326	2cm qtz veinlet within moderately sheared, sild & foliated int. tuff w/ weak ankerite alt., trace py
E6094116	2020-09-24T07:08:41-05:00	5653210	512326	Strongly sheared, foliated & silicified int. tuff w/ 1mm qtz eyes, moderate ankerite alt., trace vfg py
E6094117	2020-09-25T22:16:17-05:00	5653393	512530	Moderately silicified & foliated qtz eyed (2mm) int. tuff showing biotite & minor ankerite alt, 1% vfg diss py
E6094118	2020-09-25T23:27:20-05:00	5653218	512409	1-10cm massive stockwork qtz vein w/ mod. ankerite alt., trace diss py
E6094119	2020-09-25T23:57:00-05:00	5653245	512360	Strongly sheared & foliated int. tuff w/ strong ankerite alt. & gossan, 1% vfg diss py
E6094120	2020-09-26T01:35:15-05:00	5653262	512353	QFP dyke? at cherty horizon of deformation zone, very strong ankerite, strongly silicified w/ sericite alt., chalcedony thinly laminated, trace vfg diss py
E6094121	2020-09-26T01:45:21-05:00	5653263	512355	Strongly silicified & foliated felsic intrusive (granodiorite)? w/ strong ankerite alt., 5% diss py & 1% vfg cpy

Sample #	Date Created	Northing	Easting	Description
E6094122	2020-09-26T06:15:06-05:00	5653263	512318	Foliated, strongly silicified granodiorte (looks slightly cherty), mod. ankerite alt., 1% vfg diss py
E6094123	2020-09-26T06:29:51-05:00	5653264	512320	Foliated, strongly silicified granodiorite deformation zone, mod. ankerite alt., 1% vfg diss py
E6094124	2020-09-26T02:51:16-05:00	5653172	512276	Sugary qtz veinlets & stringers in granodiorite w/ trace cpy
E6094125	2020-09-26T02:56:36-05:00	5653169	512282	Strongly sheared & foliated int. tuff, strongly silicified w/ trace vfg diss py & 30% qtz laminations
E6094126	2020-09-27T23:57:50-05:00	5656025	519100	Strongly silicified massive int. tuff w/ mod. ankerite alt., 1% diss py
E6094127	2020-09-29T22:22:55-05:00	5653459	512666	Strongly sheared & foliated int. tuff, strongly silicified w/ mod. rusty ankerite, 2% diss py
E6094128	2020-09-29T22:54:06-05:00	5653460	512665	1-5cm qtz vein crosscutting the contact between int. tuff & granodiorite, very rusty, 1% vfg diss py
E6094129	2020-09-29T23:31:09-05:00	5653459	512667	Qtz blowout 1mx2m crosscutting int. tuff, slightly rusty, trace diss py
E6094130	2020-09-29T23:37:43-05:00	5653458	512666	Massive qtz vein south side of contact w/ gabbro, trace diss py
E6094131	2020-09-29T23:43:00-05:00	5653461	512664	Sild diorite showing gneissic banding, strongly silicified w/ mod. ankerite alt., 1% fg diss py
E6094132	2020-10-01T22:39:38-05:00	5651462	513350	Sheared contact between granodiorite & int. tuff w/ 10-30cm qtz vein, strong ankerite alt., mod. silicification, trace diss py & cpy
E6094133	2020-10-01T23:37:23-05:00	5651472	513356	Strongly sheared & foliated int. to mafic dyke? highly weathered w/ strong ankerite alt., 10% massive cpy & 20% massive po

Sample #	Hole Area Trench	Type	Rock Type	Au_ppm	Ag_ppm	As_ppm	Cu_ppm	Ni ppm
E6094107	MC-002	Outcrop	Intermediate Volcanic	<0.002	0.5	13	5.9	6.1
E6094108	MC-002	Outcrop	Intermediate Volcanic	0.002	<0.2	<1	44.7	125
E6094109	MC-002	Outcrop	Quartz Vein	<0.002	0.5	3	24.2	10

Sample #	Hole Area Trench	Type	Rock Type	Au_ppm	Ag_ppm	As_ppm	Cu_ppm	Ni ppm
E6094110	MC-003	Grab	Intermediate Volcanic	<0.002	0.3	3	3.4	9.7
E6094111	Trench 3	Grab	Quartz Vein	0.039	<0.2	1	72.9	4.8
E6094112	Trench 3	Grab	Intermediate Volcanic	0.012	0.3	2	19.2	15.4
E6094113	Trench 3	Grab	Intermediate Volcanic	<0.002	0.8	<1	32.3	32.4
E6094114	Trench 3	Grab	Intermediate Volcanic	1.93	1.1	3	34.1	6.4
E6094115	Trench 3	Grab	Intermediate Volcanic	0.075	0.3	3	43	7
E6094116	Trench 3	Grab	Intermediate Volcanic	<0.002	0.5	2	42.7	34.9
E6094117	MC-004	Grab	Intermediate Volcanic	<0.002	0.2	<1	89.8	18.2
E6094118	MC-005	Grab	Quartz Vein	<0.002	<0.2	<1	11.8	4.9
E6094119	MC-002	Grab	Intermediate Volcanic	<0.002	0.5	<1	68.9	46.4
E6094120	MC-002	Grab	Quartz Feldspar Porphyry	0.02	1.6	86	10	<0.5
E6094121	MC-002	Grab	Felsic Intrusive	0.122	2.4	55	51.1	4.7
E6094122	MC-011	Grab	Felsic Intrusive	<0.002	<0.2	<1	<0.5	0.8
E6094123	MC-011	Grab	Felsic Intrusive	<0.002	<0.2	1	1.7	<0.5
E6094124	MC-012	Grab	Quartz Vein	<0.002	<0.2	<1	1.7	2.4

Sample #	Hole Area Trench	Type	Rock Type	Au_ppm	Ag_ppm	As_ppm	Cu_ppm	Ni ppm
E6094125	MC-012	Grab	Intermediate Volcanic	<0.002	0.5	2	60.6	82.1
E6094126	MC-027	Grab	Intermediate Volcanic	0.035	2.9	2	3450	148
E6094127	MC-034	Grab	Intermediate Volcanic	0.008	0.3	<1	85.8	69.2
E6094128	MC-034	Grab	Quartz Vein	0.008	<0.2	2	19.6	16.6
E6094129	MC-034	Grab	Quartz Vein	0.006	<0.2	<1	0.6	7.4
E6094130	MC-034	Grab	Quartz Vein	<0.002	<0.2	<1	<0.5	4.7
E6094131	MC-034	Grab	Diorite	0.008	0.3	<1	66	88.4
E6094132	Trench D2	Grab	Quartz Vein	0.004	<0.2	1	52.7	35.8
E6094133	Trench D2	Grab	Intermediate - Mafic Volcanic	0.343	1.1	330	4540	382

The reader is advised that grab samples are point samples and may not be representative of all the mineralization on the Property.

Re-logging and assaying (318 samples) of the Kings Bay drill core revealed multiple areas of mineralization not previously sampled. Highlights from the re-logging and assaying are shown in Table 6 and selective assays of split core samples include: 1020ppb Au, 625ppb Au and 2.5g/t Ag over 0.91m in hole GL-3, 464ppb Au, 6.5g/t Ag, 0.73% Cu over 0.91m and 97ppb Au, 2.5g/t Ag, 0.50% Cu over 0.91m in hole GL-5, and 3.7g/t Ag, 0.46% Cu over 0.91m in hole GL-15.

Intervals of mineralization in hole GL-3 may correspond to previously reported assays by Kings Bay in hole GL-01 (3050ppb Au over 0.45m, and 2106ppb Au over 1.22m) (Table 6). However, the section of the drill core from GL-1 was not present for the Company to re-assay, and the results from the assays previously reported by Kings Bay are historic and may not accurately reflect the mineralization present on the Belanger Property. **Additionally, some sections of the drill core were missing or out of order when the Company received them. The geologists conducting the sampling and re-logging pieced these sections of the drill core together, but sampling depths and intervals may not accurately reflect the location of mineralization present on the Belanger Property.**

Previous surface samples collected by the Company from the "Trench E" area of the Belanger Property in 2020 (Table4+ Figure 6) included 24.8g/t Au over 60cm, 5.8g/t over 82cm, and 6.21g/t Au over 20cm chip samples.

TABLE 7: Relogged and Assayed King Bay Gold Core

Hole_ID	From (m)	to (m)	Length (m)***	Au ppb	Ag g/t	Cu %	Cu ppm
**GL-3	20.12	21.03	0.91	625	2.5	-	123
**GL-3	31.39	32.31	0.91	1020	0.9	-	77.8
**GL-5	5.49	6.40	0.91	97	2.5	0.5	5030
**GL-5	22.25	23.16	0.91	464	6.5	0.73	7280
*GL-6	15.85	16.76	0.91	258	2	0.31	3110
*GL-10	22.10	22.86	0.76	257	5.1	0.81	8140

Hole_ID	From (m)	to (m)	Length (m)***	Au ppb	Ag g/t	Cu %	Cu ppm
*GL-10	63.40	64.31	0.91	484	10	1.72	>10,000
*GL-14	24.99	25.91	0.91	202	5	0.95	9470
**GL-15	54.25	55.17	0.91	86	3.7	0.46	4610

**re-assay*

***not previously sampled*

****the mineralized intervals in Table 6 do not represent true widths, and sampling intervals may not accurately reflect location and depth of mineralization due to the poor condition of the historic drill core*

A personal site visit to the Property by Brian Atkinson, P.Geo., by road, on June 1 + 2, 2021 was completed. The field investigation was selective with the purpose of verifying previous work. To that end, the Joey Prospect and the Williamson occurrence were visited, documented and photographed. No sampling was completed during the present investigation. UTM coordinates are referenced to NAD 83 Zone 15.

The Joey Prospect, located 100 m off the South Bay Road, consists of a series of 5 pits and trenches commencing immediately beneath a hydroelectric power line and extending southwest for 70 m from UTM location 0513278E, 5655209N. The pits and trenches are mostly water and forest litter filled but bedrock exposures can be seen to carry quartz veining hosted by foliated gabbro. Sulphide mineralization observed in quartz veins included pyrite and chalcopyrite. Malachite was observed on some of the chalcopyrite. Quartz veining was oriented at 007/52W. Foliation in the gabbro trends 034. At the south end of the exposures, bedrock outcropping exposes a swarm of bifurcating quarts veins over a width of 6 m.

A series of aluminum tags inscribed with date (11/10/02), sample number and MJ initials were suspended from tree branches in the vicinity of the pits and trenches as direct evidence of previous sampling efforts. Example sample numbers include 459484 Vein and 459485 Wallrock.

Numerous mineralized areas have been identified as the Williamson Occurrence located 2 km south of the South Bay Road. An old logging road at UTM 512553E, 5655017N leads to several of these sites but the area has been reforested so the track is overgrown and in places lost to new forest growth.

The first site examined included a small 3 m wide by 2 m deep bedrock trench in foliated intermediate metavolcanic rocks. The pit is centered on a 13 cm wide white

quartz vein oriented at 045/75E. The quartz vein pinches and swells but can only be traced over a length of 5 m due to limited exposure. An excavated area measuring 20 m by 50 m located at 512354E, 5653246N exposes a similarly oriented quartz vein hosted by chloritized intermediate metavolcanic rocks in contact with pyritic felsic metavolcanic rocks. Previous sample markers include E6094109 to E6094120 at this location.
Felsic tuff, lapilli tuff and feldspar crystal tuff are exposed by recent outcrop stripping at location 512323E, 5653262N. Previous sample number E 6094122 is from this outcrop.

10.0 DIAMOND DRILLING

The company has not completed any diamond drilling but did resample some historic core as listed in Section 9.

11.0 SAMPLE PREPARATION, ANALYSIS AND SECURITY

Tim Twomey bagged and sealed the samples in the field and delivered them to the Actlabs facility in Thunder Bay. The samples were analyzed by Actlabs in Thunder Bay Ontario, an ISO 17025 certified full-service, high-capacity geochemistry laboratory. All the samples were analyzed utilizing fire assay preparation techniques followed by atomic absorption analysis. Three samples assayed higher than 5,000 parts per billion and were subsequently analyzed using fire assay preparation methods followed by gravimetric analysis. Geochemical standards inserted in the sample stream reported accurate gold contents.

All Clark Exploration grab rock samples collected from the Belanger Property were sealed individually in the field and delivered by Clark employees to AGAT Laboratories, located in Thunder Bay, Ontario. Each sample was analyzed using the AGAT Laboratories codes 202051, Fire Assay - AAS (30g); 201073, Aqua Regia Digest / ICP-OES Finish, and 201676 Lithium Borate Fusion XRF Finish. Being an early stage sampling program, the Company relied on the AGAT Laboratories internal duplicate and standard protocols.

All drill core samples collected were split in half using a mechanical splitter, sealed individually at the core processing facility and delivered by Clark employees to AGAT Laboratories, located in Thunder Bay, Ontario. Each sample was analyzed using the AGAT Laboratories codes 202051, Fire Assay - AAS (30g); 201073, Aqua Regia Digest / ICP-OES Finish, and 201676 Lithium Borate Fusion XRF Finish. Being an early stage sampling program, the Company relied on the AGAT Laboratories internal duplicate and standard protocols.

The laboratories used are independent of the Company.

The reader is advised that grab samples and chip samples may not be representative of all the mineralization on the Property.

12.0 DATA VERIFICATION

The data presented in this report has come primarily from the assessment files available at the Ontario Ministry of Energy, Northern Development and Mines. The authors reviewed the assessment files comparing the indicated findings of previous explorers over the years to determine consistency. Assay certificates for drilling were not normally present pre-1990 when the Ontario Mining Act was amended to have such assay certificates presented if they were used for assessment. The authors verify that the information has been presented accurately as reported in those files and reports. There were no limitations placed on the Authors in conducting the verification of the data or the Property visit.

A personal site visit to the Property by Brian Atkinson, P.Geo., by road, on June 1 + 2, 2021 was completed. The field investigation was selective with the purpose of verifying previous work. To that end, the Joey Prospect and the Williamson occurrence were visited, documented and photographed. No sampling was completed during the present investigation.

The authors are confident that the data sets are adequate for the completion of the technical report.

13.0 TO 22.0 NOT APLLICABLE

23.0 ADJACENT PROPERTIES

There are no adjacent properties .

24.0 OTHER RELEVANT DATA AND INFORMATION

The Authors are Independent Qualified Persons for Straightup's Belanger Property.

The data presented in this report has come primarily from the assessment files available at the Ontario Ministry of Energy, Northern Development and Mines. The authors reviewed the assessment files comparing the indicated findings of previous explorers over the years to determine consistency. Assay certificates for drilling were not normally present pre-1990 when the Ontario Mining Act was amended to have such assay certificates presented if they were used for assessment. The authors verify that the information has been presented accurately as reported in those files and reports. There were no limitations placed on the Authors in conducting the verification of the data or the Property visit. A personal site visit to the Property by Brian Atkinson, P.Geo., by road, on June 1 + 2, 2021 was completed. The field investigation was selective with the purpose of verifying previous work. To that end, the Joey Prospect and the Williamson occurrence were visited, documented and photographed.

The Authors are unaware of any further data or relevant information that could be considered of any practical use in this report. The Authors are not aware of any material fact or material change with respect to the subject matter of the Technical Report. To the best of the Authors' knowledge there are no omissions to disclose which would make the Technical Report misleading.

25.0 INTERPRETATION AND CONCLUSIONS

Exploration on the Property is focused on identifying and delineating Archean-aged orogenic gold deposits (Groves et al., 1998). Following Kerrich et al. (2000), orogenic gold deposits are typically associated with crustal-scale fault structures, although the most abundant gold mineralization is hosted by lower-order splays from these major structures.

The property is situated within the Uchi Mine structural domain which consists of a dominant east-trending foliation and subordinate northeast-trending foliation which represents a high strain zone. North and northeast-trending mafic metavolcanic flows are intercalated with dominantly intermediate to felsic pyroclastic rocks and minor interflow metasediments.

The Property has excellent access with a main logging road bisecting it with numerous secondary access roads and trails

There are a series of mineralized zones on the Property with gold and base metal affinity. They include the Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp. areas

The work done by Straightup has confirmed the grades of the various showings. The values are variable in gold and copper grades. The Property has numerous previously discovered gold and gold -copper mineralized zones (Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp.). These zones have not been fully explored for the potential to host economic mineralization. These showings and prospective exploration ground have not had adequate exploration to fully evaluate the potential of economic mineralization. The understanding of the structural controls and mineralized domains need additional study to determine the potential of hosting economic mineralization

26.0 RECOMMENDATIONS

A budget of **$73,300.00** is recommended to evaluate the potential of economic gold, with associated base metals, mineralization on the Property. It is recommended that the Company complete an exploration program comprised of:

- Prospecting and mapping to assess the potential of the presence of parallel gold zones to the known mineralization (first 6 months); and
- Covering the Belanger Property with soil sampling; and
- A hand and mechanical stripping, mapping and sampling program over the Joey Prospect, Hemming Occurrence, Hemming Zone, Williamson Occurrence and King Bay Gold Corp. areas to help determine the alteration and controls of mineralization.

It is the opinion of the authors that the Property is of sufficient merit to justify the proposed exploration program.

TABLE 8. Estimated cost of recommended exploration programs.

Prospecting	
1 Geologist @ $700/day for 8 days	5,600.00
1 Prospector @ $500/day for 8 days	4,000.00
Travel to Property	5,000.00
Room, Board, and ATV	4,000.00
Assays 70 @ $20 / sample	1,400.00
Supplies	2,000.00
Stripping, mapping and sampling (all inclusive)	38,300.00
Report and Maps	5,000.00
Contingencies	10,000.00
Total	**$73,300.00**

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28.0 CERTIFICATE OF QUALIFICATIONS

J. Garry Clark
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CERTIFICATE OF QUALIFIED PERSON

I, J. Garry Clark, P. Geo. (#0254), do hereby certify that:

1. I am a consulting geologist with an office at 941 Cobalt Crescent, Thunder Bay, Ontario.

2. I graduated with the degree of Honours Bachelor of Science (Geology) from Lakehead University, Thunder Bay, in 1983. My Honours Thesis was completed on the Coldwell Alkalic Complex, Northwestern Ontario. During employment I have worked on numerous gold projects. I have completed extensive gold exploration in the Ear Falls-Red Lake area. I have completed technical reports on projects across Ontario including Rainy River Resources, RT Minerals and Clean Air Metals.

3. "Technical Report" refers to the report titled "Technical Report on the Belanger Property, Northern Ontario.", and dated June 7, 2021.

4. I am a registered Professional Geoscientist with the Association of Professional Geoscientists of Ontario (#0254) and a member Ontario Prospectors Association.

5. I have worked as a Geologist for 28 years since my graduation from university.

6. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements as a Qualified Person for the purposes of NI 43-101.

7. I am responsible for the preparation of the Technical Report, specifically Items 1 through 24 and jointly Items 25 through 28. The co-author completed the property visit, direction and editing the report. I was not involved in the property visit.

8. I am independent of the party or parties (the "issuer") involved in the transaction for which the Technical Report is required, other than providing consulting services, and in the application of all of the tests in section 1.5 of NI 43-101.

9. I have had no prior involvement with the mineral Property that forms the subject of this Technical Report.

10. I have read NI-43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that Instrument and Form.

11. As of the date of this certificate, and to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

Dated this June 7, 2021.

SIGNED

“J. Garry Clark”

_____

J. Garry Clark, P.Geo.

Brian Thomas Atkinson
885736 Oxford Road 8
Bright, Ontario
Canada, N0J 1B0
Telephone: 519 454 8622
Email: brianatkinson454@gmail.com

CERTIFICATE OF QUALIFIED PERSON

I, Brian Thomas Atkinson, P. Geo. (#0226), do hereby certify that:

1. I am a consulting geologist.

2. I graduated with an Hon. Bachelor (Geology/Physical Geography) degree from McMaster University in 1977.

3. "Technical Report" refers to the report titled “Technical Report on the Belanger Property, Northern Ontario, Canada”, and dated June 7, 2021.

4. I am a registered Professional Geoscientist with the Association of Professional Geoscientists of Ontario (#0226) and a member of Ontario Prospectors Association.

5. I have worked as a Geologist for 44 years since my graduation from university.

6. I have read the definition of “qualified person” set out in National Instrument 43-101 (“NI 43-101”) and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements as a Qualified Person for the purposes of NI 43-101.

7. I visited the Belanger property on June 1 and June 2, 2021. As the former Resident Geologist for the Red Lake District, Ontario Ministry of Northern Development and Mines I had previously visited the Belanger property on or about 1988.

8. I am responsible for the property visit, editing and directing the report composition and jointly composing jointly Items 25 through 28 of the Technical Report

9. I am independent of the Companies involved in the transaction for which the Technical Report is required, other than providing consulting services.

Dated this 7th day of June 2021.

SIGNED

“ Brian Atkinson”

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Brian Atkinson, P.Geo.