A copy of this preliminary prospectus has been filed with the securities regulatory authority in 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 authority.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

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 reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements from the U.S. Securities Act and any applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities offered hereby in the United States to, or for the account or benefit, of a U.S. Person. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

Initial Public Offering **July 2, 2019**

SENTINEL RESOURCES CORP.

810-609 Granville Street
Vancouver, B.C. V7Y 1G5
(604) 689-7422

Public Offering of $600,000

6,000,000 Common Shares at a price of $0.10 per Common Share

Sentinel Resources Corp. (the "Company") is offering (the "Offering") to purchasers resident in British Columbia and Alberta (the "Offering Jurisdictions"), and elsewhere permitted by applicable law, through its agent, Leede Jones Gable Inc. (the "Agent") on a commercially reasonable efforts basis, 6,000,000 Common Shares (the "Common Shares") of the Company at a price of $0.10 per Common Share for total gross proceeds of $600,000. The offering price was determined by negotiation between the Agent and the Company. See "Plan of Distribution".

	Price to Public(1)	Agent's Commission(1)	Net Proceeds to the Company(2)
Per Common Share	$0.10	$0.007	$0.093
Total	$600,000	$42,000	$558,000

Notes:

(1) The Agent shall receive a cash commission equal to 7% of the aggregate gross proceeds of the Offering (the "Agent's Commission") and a non-transferable option to purchase up to that number of Common Shares (the "Agent's Option") in the capital of the Company equal to 7% of the aggregate number of Common Shares sold under this Offering at a price of $0.10 per Common Share for a period of twenty-four months following the Closing (as defined herein). The Agent's Option will be qualified under this prospectus. In addition, the Company has agreed to reimburse the Agent for all reasonable expenses incurred in connection with this Offering, and pay the Agent a Corporate Finance Fee of $25,000, plus applicable taxes (the "Corporate Finance Fee") on Closing of the Offering. See "Plan of Distribution".

(2) Before deducting the balance of the costs of this issue estimated at $118,500, which includes legal and audit fees and other expenses of the Company, the Agent's expenses, legal fees, Corporate Finance Fee, the listing fee payable to the Canadian Securities Exchange (the "Exchange") and the filing fees payable to the commissions. See "Use of Proceeds".

The Agent (including any registered sub-agents who assist the Agent in the distribution of the Common Shares), as exclusive agent for the purposes of this Offering, conditionally offers on a commercially reasonable efforts basis the Common Shares, and if, as and when issued and delivered by the Company and accepted by the Agent in accordance with the terms and conditions contained in the agency agreement (the "Agency Agreement") dated ♦ between the Company and the Agent and subject to the approval of certain legal matters on behalf of the Company by O'Neill Law LLP and on behalf of the Agent by Harper Grey LLP. See "Plan of Distribution".

Subscriptions for the Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Closing will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that the Common Shares will be issued as non-certified book-entry securities through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. Consequently, if delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The completion of the Offering is subject to a minimum subscription of Common Shares for aggregate gross proceeds of $600,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of $600,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

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

The Company has applied to list its Common Shares on the Canadian Securities Exchange (the "Exchange"). Listing is subject to the Company fulfilling all of the requirements of the Exchange.

As of the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, 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.

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business, its present stage of development and other risk factors. Investments in junior resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Company's properties are in exploration as opposed to the development stage. The Company's property is in the exploration stage and is without a known body of commercial ore. Investors should not invest any funds in this Offering unless they can afford to lose their entire investment. See "Risk Factors".

Investors should consider an investment in the securities of the Company to be highly speculative and should review the risk factors outlined on page 37 of this prospectus.

The Company is not a related or connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). See "Relationship between the Company and Agent".

The Agent's position is as follows:

Agent's Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Option[(1)]	420,000 Agent's Options	Twenty Four (24) months from the Closing	$0.10

Note:
(1) The Agent's Option is qualified for distribution under this prospectus. See "Plan of Distribution".

No person is authorized by the Company or the Agent to provide any information or to make any representations other than those contained in this prospectus in connection with the issue and sale of the securities offered pursuant to this prospectus.

Leede Jones Gable Inc.
Suite 1800, 1140 West Pender Street
Vancouver, BC V6E 4G1
Telephone: (604) 658-3000
Facsimile: (604) 658-3259

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GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this prospectus. Terms and abbreviations appearing in the documents attached as schedules to the prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"Agency Agreement"	the agency agreement dated ♦, 2019 between the Company and the Agent, on behalf of the Company and the Agent, on behalf of the Company, conditionally offer the Common Shares, on a commercially reasonable efforts basis.
"Agent"	Leede Jones Gable Inc.
"Agent's Commission"	the cash fee of 7% of the total gross proceeds of the Offering payable to the Agent on Closing of the Offering.
"Agent's Option"	the non-transferable option to be granted to the Agent or its sub-agents, if any, to purchase up to a number of shares equal to 7% of the aggregate number of Common Shares sold under the Offering at a price of $0.10 per Common Share, exercisable at any time up to the close of business 24 months from the Closing.
"Anjuli Rose Claim"	means the one (1) mineral claim totaling 800.44 hectares, located in the Nelson Mining Division in the Province of British Columbia.
"Articles"	the articles of the Company.
"BCA"	the *Business Corporations Act* (British Columbia).
"Board"	the board of directors of the Company.
"CDS"	CDS Clearing and Depository Services Inc.
"CEO"	Chief Executive Officer.
"CFO"	Chief Financial Officer.
"Closing"	means closing of the Offering.
"Common Shares" or "Share"	the common shares in the capital of the Company without par value.
"Company"	Sentinel Resources Corp., a British Columbia company incorporated under the BCA on August 3, 2018.
"Corporate Finance Fee"	means the $25,000 plus applicable taxes fee payable to the Agent.
"Escrowed Securities"	Shares escrowed subject to the terms of an escrow agreement dated June 12, 2019
"Exchange"	Canadian Securities Exchange.
"IFRS"	International Financial Reporting Standards.
"Listing"	the listing of the Common Shares on the Exchange.
"Listing Date"	the date on which the Common Shares are listed for trading on the Exchange.
"Madjak"	Madjak Management Ltd., a private company controlled by Karl Kottmeier.
"Mining Law"	the *Mineral Tenure Act* (British Columbia) as amended.
"Mining Regulation"	the Mineral Tenure Act Regulation.
"NI 43-101"	National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
"North Pass Claim"	means the one (1) mineral claim totaling 168.44 hectares, located in the Nelson Mining Division in the Province of British Columbia.
"NP 46-201"	National Policy 46-201 – *Escrow for Initial Public Offerings*.
"Offering"	the offering of 6,000,000 Common Shares at a price of $0.10 per Common Share pursuant to this prospectus.
"Offering Jurisdictions"	means British Columbia and Alberta.
"Optionor"	Bruce Doyle.

“Pass Assignment Agreement”	the arm’s length agreement dated September 30, 2018 between the Company and Madjak pursuant to which the Company assumed all of Madjak’s rights under the Pass Property Option Agreement and acquired the North Pass and Anjuli Rose Claims.
“Pass Claim”	means the one (1) mineral claim totaling 126.35 hectares, located in the Nelson Mining Division in the Province of British Columbia.
“Pass Property Option Agreement”	the agreement dated August 8, 2017, between the Optionor and Madjak pursuant to which Madjak has the right to acquire from the Optionor up to a 100% undivided interest in the Pass Claim subject to the Royalty.
“Pass Property”	means the property consisting of three (3) contiguous mineral claims totaling 1,095.23 hectares, located in the Nelson Mining Division in the Province of British Columbia.
“Qualified Person”	Greg Bronson, P. Geo., author of the Technical Report.
“Royalty”	has the meaning set forth in the section titled “Business of the Company”.
“SEDAR”	System for Electronic Document Analysis and Retrieval.
“Stock Option Plan”	the stock option plan dated March 15, 2019.
“Technical Report”	the report titled “NI 43-101 Technical Report on the Pass Property of Nelson Mining Division, Castlegar Area, British Columbia”, dated January 18, 2019, which was prepared by the Qualified Person, under the guidelines of NI 43-101.
“Transfer Agent”	National Securities Administrators Ltd.
“Unit”	Each unit consists of one Common Share and one share purchase warrant with each warrant entitling the holder to purchase an additional Common Share of the Company at a price of $0.10 per Share for a period of three (3) years from the date of issue.
“Warrants”	means those share purchase warrants exercisable at a price of $0.10 per Share for a period of three years from the date of issue.

GLOSSARY OF GEOLOGICAL DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires:

"Actinolite"	a bright green or grayish-green mineral of the amphibole group that is a silicate of calcium, magnesium, and iron occurring in fibrous, radiate, or columnar forms.
"Adit"	an adit is an entrance to an underground mine which is horizontal or nearly horizontal, by which the mine can be entered, drained of water, ventilated, and minerals extracted at the lowest convenient level. Adits are also used to explore for mineral veins.
"Ag"	means silver.
"Anticline"	is a type of fold that is an arch-like shape and has its oldest beds at its core.
"Aplite"	is an intrusive igneous rock in which the mineral composition is the same as granite, but in which the grains are much finer, under 1 mm across. Quartz and feldspar are the dominant minerals.
"Argillaceous"	a rock in which clay minerals a re a secondary but significant component.
"Auriferous"	means containing gold.
"Augite"	is a rock-forming mineral that commonly occurs in mafic and intermediate igneous rocks such as basalt, gabbro, andesite, and diorite. It is found in these rocks throughout the world, wherever they occur. Augite is also found in ultramafic rocks and in some metamorphic rocks that form under high temperatures.
"Au"	means gold.
"Aureole"	is the zone surrounding an intrusion, which is a mass of igneous rock that solidified between other rocks located within the Earth.
"Basal"	of, at, or forming the base.
"Batholith"	a very large igneous intrusion extending deep in the Earth's crust.
"Borate"	any compound that contains boron and oxygen. With the symbol BO_3.
"Bornite"	is a copper iron sulfide mineral. It occurs in igneous, metamorphic, and sedimentary rocks.
"Breccia"	a clastic sedimentary rock that is composed of large angular fragments.
"Calcic"	meaning a rock that is composed of, containing, derived from, or relating to calcium or lime.
"Calcareous"	is an adjective meaning "mostly or partly composed of calcium carbonate", in other words, containing lime or being chalky.
"Carbonate"	rocks are a class of sedimentary rocks composed primarily of carbonate minerals. The principle members of the group are sedimentary rocks dolomite and limestone.
"Carbonation"	is a type of chemical weathering in the formation of caves, by the mixing of water with carbon dioxide to make carbonic acid, such as is found in rain water or moist air.
"Chalcopyrite"	a copper iron sulfide mineral that crystallizes in the tetragonal system. It has a brassy to golden yellow color and a hardness of 3.5 to 4 on the Mohs scale.
"Chloritization"	is the production of or ocnversion into chlorite, any of a group os usually green silicate minerals associated with and resembling the micas.
"Clastic"	are rocks composed of fragments or pre-existing minerals and rocks.
"Clinopyroxene"	Any of several varieties of the mineral pyroxene, such as diopside and augite that have monoclinic crystals (meaning crystals described by vectors of unequal lengths).
"Contact"	is a boundary which separates one rock body from another.
"Cu"	means copper.
"Cut"	a hole dug in the past.
"Dike"	a long and relatively thin body of igneous rock that, while in the molten state, intruded a fissure in older rocks.
"Diorite"	an intrusive igneous rock composed principally of the silicate minerals plagioclase feldspar (typically andesine), biotite, hornblende, and/or pyroxene.
"Embayments"	are bay or baylike shapes containing stratified rocks, either sedimentary or volcanic or both, that extends into a terrain of other rocks
"Emplacement"	the process or state of setting something in place or being set in place.

"Epiclastic"	rocks formed at the surface of the earth by consolidation of fragments of pre-existing rocks.
"Fault"	a fault is a fracture or zone of fractures between two blocks of rock. Faults allow the blocks to move relative to each other.
"Fe"	means iron.
"Feldspar"	is the name given to a group of minerals distinguished by the presence of alumina and silica in their chemistry and a re a pink, white or grey colour.
"Felsic"	refers to igneous rocks that are relatively rich in elements that form feldspar and quartz. The most common felsic rock is granite.
"Floats"	are pieces of rock that have been removed and transported from their original outcrop.
"Flow"	a type of landslide in which the distribution of particle velocities resembles that of a viscous fluid is called a flow.
"FSR"	Forestry Service Road.
"g/t"	grams per tonne.
"Galena"	the natural mineral form of lead sulfide. It is the most important ore of lead and an important source of silver.
"Gangue"	is the commercially worthless material that surrounds, or is closely mixed with, a wanted mineral in an ore deposit.
"Garnet"	is commonly found in highly metamorphosed rocks and in some igneous rocks. They form under the same high temperatures and / or pressures that form those types of rocks. Garnets can be used by geologists to gauge the temperature and pressure under which a particular garnet-bearing rock formed.
"Geochemical Survey"	a survey involving the chemical analysis of systematically collected samples of rock, soil, stream sediments, plants, or water; this expression may be further modified by indicating specifically, the material sampled, as, for example, geochemical soil survey.
"Grandiorite"	is a plutonic igneous rock, formed by intrusion of silica-rich magma, which cools in batholiths or stocks below the Earth's surface. It is usually only exposed at the surface after uplift and erosion have occurred.
"Granite"	is a light-colored igneous rock with grains large enough to be visible with the unaided eye. It forms from the slow crystallization of magma below Earth's surface. Granite is composed mainly of quartz and feldspar with minor amounts of mica, amphiboles, and other minerals.
"Greenstone"	a common generic term for valuable, green-hued minerals and metamorphosed igneous rocks and stones which early cultures used in the fashioning of hardstone carvings such as jewelry, statuettes, ritual tools, and various other artifacts.
"HMC"	Means Heavy Mineral Concentration
"Hectare"	a metric unit of square measure, equal to 2.471 acres or 10,000 square meters.
"Hornfels"	a dark fine-grained metamorphic rock consisting largely of quartz, mica and particular feldspars.
"ICP-AES"	Inductively Coupled Plasma Atomic Emission Spectroscopy (**ICP**-AES) or **ICP** Atomic Emission Spectroscopy is a technique that can determine concentrations of trace to major elements and can detect most elements in the periodic table.
"ICP-MS"	Inductively coupled plasma mass spectrometry is an analytical technique used for elemental determinations.
"ICP-OES"	inductively coupled plasma optical emission spectrometry (**ICP-OES**), is an analytical technique used for the detection of chemical elements.
"Igneous"	rock having solidified from lava or magma.
"Induced Polarization Survey" or "IP Survey"	induced polarization (**IP**) is a geophysical imaging technique used to identify the electrical chargeability of subsurface materials, such as ore.
"Interstitial"	a mineral deposit in which the minerals fill the pores of the host rock.
"Joint"	a fracture in rocks along which little or no movement has occurred.
"Jurassic"	a geologic period and system that extends from about 199.6 million years ago to 145.5 million years ago.

"Lamprophyre"	any of a group of basic igneous rocks consisting of feldspathoids and ferromagnesium minerals.
"Lapilli"	are rock fragments ejected from a volcano.
"Lead" or "Pb"	Lead is a chemical element with atomic number 82 and symbol Pb. It is a soft, malleable, and heavy metal.
"Lensoidal"	a small geological unit or feature that pinches out laterally, and/or has a lenticular shape.
"LiDAR Aerial Survey"	is a surveying method that measures distance to a target using airplanes.
"Lithium"	the chemical element of atomic number 3, a soft silver-white metal. It is the lightest of the alkali metals.
"Lithology"	the study of the general physical characteristics of rocks.
"Mafic"	an adjective describing a silicate mineral or igneous rock that is rich in magnesium and iron, and is thus a portmanteau of magnesium and ferric.
"Magnesium" or "mag"	the chemical element of atomic number 12, a silver-white metal of the alkaline earth series. It is used to make strong lightweight alloys, especially for the aerospace industry, and is also used in flashbulbs and pyrotechnics because it burns with a brilliant white flame.
"Magnetite"	a gray-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
"Magnetometer"	an instrument used for measuring magnetic forces, especially the earth's magnetism.
"Metamorphic"	denoting rock that has undergone transformation by heat, pressure, or other natural agencies, e.g., in the folding of strata or the nearby intrusion of igneous rocks.
"Metamorphosed"	to undergo or cause to undergo metamorphosis or metamorphism.
"Metasediment"	sediment or sedimentary rock that appears to have been altered by metamorphism.
"Mineralization"	the concentration of metals and their chemical compounds within a body of rock.
"Molybendite" or "Mo"	a chemical element with symbol Mo and atomic number 42. The name is from Neo-Latin molybdaenum, meaning lead, since its ores were confused with lead ores.
"Monzogranite"	is a biotite granite rock that is considered to be the final fractionation product of magma.
"Net Smelter Return"	a share of the net revenues generated from the sale of metal produced by a mine.
"Obduction"	a process in which the edge of a tectonic plate consisting of oceanic crust is thrust over the edge of an adjacent plate consisting of continental crust.
"Onlap"	is the geological phenomenon of successively wedge-shaped younger rock strata extending progressively further across an erosion surface cut in older rocks.
"Oolitic"	also known as oolite, is a sedimentary rock formed from ooids, spherical grains composed of concentric layers.
"Ore"	the naturally occurring material from which a mineral or minerals of economic value can be extracted profitably or to satisfy social or political objectives.
"Orogenic"	the process of mountain formation, especially by a folding and faulting of the Earth's crust.
"Outcrop"	a visible exposure of bedrock or ancient superficial deposits on the surface of the Earth.
"Paragenetic"	the order in which the minerals in a rock or vein have crystallizes.
"Plagioclase"	a group of related feldspar minerals that essentially have the same formula but vary in their percentage of sodium and calcium.
"Pluton"	A body of intrusive igneous rock formed by solidification of magma at considerable depth beneath the Earth's surface.
"Porosity"	is the percentage of void space in a rock
"Porphyry"	a hard igneous rock containing crystals, usually of feldspar, in a fine-grained, typically reddish groundmass.
"ppm"	parts per million.
"Protolith"	is the original, unmetamorphosed rock from which a given metamorphic rock is formed.
"Pyrite"	the most common of the sulphide minerals.
"Pyroxene" or "Px"	A group of important rock-forming inosilicate minerals found in many igneous and metamorphic rocks.

“Pyrrhotite”	an unusual iron sulphide mineral with variable iron content.
“Quartz”	one of the most abundant minerals in the Earth’s crust, whose composition is silicon dioxide.
“Quartzite”	a hard, non-foliated metamorphic rock which was originally pure quartz sandstone.
“Roof Pendant”	A mass of country tock that projects downward into and is entirely surrounded by an igneous intrusion such as a batholith or other pluton.
“Sandstone”	a clastic sedimentary rock composed mainly of sand-sized minerals or rock grains. Most sandstone is composed of quartz or feldspar because these are the most common minerals in the Earth's crust.
“Sericite”	a scaly variety of muscovite (a colourless to pale brown form of mica consisting of a silicate of aluminium and potassium) having a silky luster and occurring in various metamorphic rocks.
“Sericitization”	the process or state of alterization by which minerals (such as feldspar) are converted into sericite.
“Shale”	a fine-grained, clastic sedimentary rock composed of mud that is a mix of flakes of clay minerals and tiny fragments (silt-sized particles) of other minerals, especially quartz and calcite.
“Silicate”	a salter or ester derived from a silicic acid.
“Silicification”	the process by which silica minerals such as quartz, chalcedony, and opal fill pores or replace existing minerals, rock, or wood. Silicification occurs in the Earth's interior through the action of hydrothermal (hot) and cold water saturated with silica.
“Silicon Dioxide” or “SiO2”	also known as silica, a chemical compound that is an oxide of silicon with the chemical formula SiO2. It has been known since ancient times. Silica is most commonly found in nature as quartz, as well as in various living organisms.
“Siltstone”	a fine-grained sedimentary rock consisting of consolidated silt.
“Skarn”	a metamorphic zone developed in the contact area around igneous rock intrusions when carbonate sedimentary rocks are invaded by large amounts of silicon, aluminium, iron and magnesium.
“Sphalerite”	a mineral that is the chief ore of zinc. It consists largely of zinc sulfide in crystalline form but almost always contains variable iron.
“Stratiform”	Having a stratified, layered, formation.
“Sulfur” or “S”	a chemical element with symbol S and atomic number 16. It is abundant, multivalent, and nonmetalic.
“Sulfide”	any of various organic compounds characterized by a sulfur atom attached to two carbon atoms.
“Survey”	the orderly and exacting process of examining and delineating the physical or chemical characteristics of the Earth's surface, subsurface, or internal constitution by topographic, geologic, geophysical, or geochemical measurements.
“Tailings”	are the materials left over after the process of separating the valuable fraction from the uneconomic fraction (gangue) of an ore.
“Tonalite”	is an igneous, plutonic (intrusive) rock composed mainly of plagioclase.
“Tuff”	a light, porous rock formed by consolidation of volcanic ash.
“Tungsten” or “W”	Tungsten, also known as wolfram, is a chemical element with symbol W and atomic number 74. The word tungsten comes from the Swedish language tung sten, which directly translates to heavy stone.
“um”	is the unit of micrometre.
“UTM”	Universal Transverse Mercator coordinate system, a grid-based method of mapping locations on the surface of the Earth.
“Vein”	a mineral deposit, usually steeply inclined. Used to describe a body that is usually smaller and has better defined walls than a lode.
“Veneer”	a geomorphic formation in which rock fragments of gravel or cobble size form a thin cover over a surface of hillslope.
“VLF-EM Surveying”	Very Low Frequency electromagnetics is a geophysical ground probing technology that utilizes VLF signals in the 15 to 30 kHz range normally used for communication with submarines.
“Zn”	means zinc.

CURRENCY

In this prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" are to Canadian dollars.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This prospectus contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the acquisition of interests in mineral properties, the timing of completion and success of exploration activities and programs on the Pass Property, the timing of issuing Common Shares pursuant to the Pass Property Option Agreement, the exercise of the option to acquire a 100% interest in the Pass Claim, the Company's proposed exploration program on the Pass Property, the future price of gold, silver or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative 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 statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain prospecting licenses or permits; proper title to the concession that comprises the Pass Property; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the section entitled "Risk Factors" in this prospectus.

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed timeframes, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may 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".

These forward-looking statements are made as of the date of this prospectus. Following Closing of the Offering and listing on the Exchange, the Company intends to discuss in its quarterly and annual reports referred to as the Company's Management's Discussion and Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. The Company will file an amended prospectus if material changes occur between the date of this prospectus and the Closing of the Offering.

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

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. Purchasers should carefully consider, among other things, the matters discussed under "Risk Factors."

The Company

The Company was incorporated in British Columbia on August 3, 2018. The Company's head office and registered and records office are located in Vancouver, British Columbia. To date the Company has been engaged in the acquisition of its mineral property located in the Nelson Mining Division of South East British Columbia, the Pass Property.

The Pass Property is comprised of three contiguous mining claims covering approximately 1,095.23 hectares and is located in the Nelson Mining Division in the Province of British Columbia. The Pass Property contains gold and copper targets and the focus of the exploration program will be to confirm whether an exoskarn copper-gold deposit is present on the Pass Property. The Company currently owns a one hundred percent (100%) interest in the North Pass and Anjuli Rose Claims and holds an option to acquire a one hundred percent (100%) interest in the Pass Claim. See "*Business of the Company*" and "*Pass Property*".

The Company is not a reporting issuer in any jurisdiction and the Common Shares are not listed or posted for trading on the Exchange. The Company has applied, concurrent with the filing of this prospectus, to list its Common Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

The Offering

Offering:	The Company is offering 6,000,000 Common Shares at a price of $0.10 per Common Share for minimum gross proceeds of $600,000. The prospectus qualifies the distribution of the Common Shares and the Agent's Option. See "*Plan of Distribution*".
Agent's Commission:	Under the terms of the Agency Agreement, the Company will pay the Agent a cash commission equal to 7% of the total gross proceeds of the Offering. In addition to the Agent's Commission, the Company will issue to the Agent non-transferable options to purchase up to that number of Common Shares equal to 7% of the aggregate number of Common Shares sold under the Offering at a price of $0.10 per Common Share for a period of 24 months from the date of Closing. The Company has also agreed to pay to the Agent a Corporate Finance Fee of $25,000, plus applicable taxes and pay for all reasonable expenses of the Agent in connection with the Offering. See "*Plan of Distribution*".
Use of Proceeds:	The estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $118,500 and the Agent's Commission of $42,000, will be $439,500. As at May 31, 2019, the Company had a working capital surplus of approximately $74,588. Accordingly, the Company anticipates on having available funds of approximately $514,088 following Closing. See "*Use of Proceeds*".

Use of Available Funds	**Amount ($)**
Property Payment to Madjak	100,000
Payments under the Pass Property Option Agreement	35,000
Exploration program on the Pass Property	108,450
Estimated general and administrative expenses for the 12 months following the Offering	99,500
Unallocated working capital to fund ongoing operations	171,138
Total(1)	514,088

Risk Factors

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company, including risks related to: (i) risk related to return of investment, (ii) exploration and development; (iii) potential profitability depending upon factors beyond the control of the Company; (iv) additional dilution; (v) no market for securities; (vi) negative cash flow from operating activities; (vii) market volatility; (viii) no production history; (ix) limited operating history; (x) exploration, mining and operational risks; (xi) ability to pay and file annual maintenance fees on mineral claims; (xii) any aboriginal rights claimed on the Pass Property; (xiii) title matters, surface rights and access rights; (xiv) ability to exercise the option to acquire the Pass Property; (xv) ability to obtain mining licenses on the Pass Property; (xvi) competition; (xvii) potential conflicts of interest by directors and officers of the Company; (xviii) key personnel; (xix) dependence on service providers; (xx) ability to acquire additional mineral properties; (xxi) volatility of commodity prices; (xxii) environmental risk and other regulatory requirements; (xxiii) uninsured risks; (xxiv) health and safety risks; (xxv) tax issues; (xxvi) additional requirements of capital; (xxvii) volatility of smaller companies; (xxviii) illiquidity of the Company; (xxix) any other risks associated with the Company. See “Risk Factors”.

There is currently no public market for the Common Shares and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Listing. The value of the Common Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

See "*Risk Factors*".

Selected Financial Information

The following table summarizes selected financial information for the period from incorporation on August 3, 2018 to April 30, 2019 and should be read in conjunction with the audited financial statements for the period from incorporation on August 3, 2018 to April 30, 2019 and “Management’s Discussion and Analysis”, as included elsewhere in this prospectus.

	Period from incorporation (August 3, 2018) to April 30, 2019 (audited) $
Revenue	-
Net income (Loss)	(35,422)
Income (Loss) per Share (basic and diluted)	(0.003)
Working Capital Surplus	84,675
Assets	
Current assets	106,224
Long term assets	200,000
Total Assets	306,224
Liabilities	
Current liabilities	31,636
Shareholders’ Equity	274,588
Total Liabilities and Shareholders’ Equity	306,224

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on August 3, 2018. The Company's head office is located at 810 – 609 Granville Street, Vancouver, British Columbia V7Y 1G5 and its registered and records office is located at 704 - 595 Howe Street, Vancouver, BC V6C 2T5.

Intercorporate Relationships

The Company does not have any subsidiaries, past or present.

BUSINESS OF THE COMPANY

Description of Business

The Company is engaged in the acquisition and exploration of its mineral property located in British Columbia, Canada.

The Pass Property is comprised of three contiguous mining claims covering approximately 1,095.12 hectares and is located in the Nelson Mining Division in the Province of British Columbia. The Pass Property contains gold and copper targets and the focus of the exploration program will be to confirm whether an exoskarn copper-gold deposit is present on the Pass Property. The Company currently owns a one hundred percent (100%) interest in the North Pass and Anjuli Rose Claims and holds an option to acquire a one hundred percent (100%) interest in the Pass Claim.

History Since Incorporation

Since incorporation on August 3, 2018, the Company's activities have focused on raising and completing equity financings as well as the acquisition of the Pass Property.

Private Placement Financing

On September 30, 2018, the Company issued a total of 6,000,000 Units at a price of $0.005 per Unit to its initial shareholders.

On December 31, 2018, the Company issued 9,000,000 Units at a price of $0.02 per Unit.

Acquisition of the Pass Property

On September 30, 2018, the Company entered into the Pass Assignment Agreement with Madjak whereby Madjak sold to the Company the North Pass and Anjuli Rose Claims as well as assigned all of its interest in the Pass Property Option Agreement. In consideration of the foregoing, the Company agreed to:

(a) pay Madjak $200,000, of which $100,000 has been paid on September 30, 2018 and $100,000 within five days of listing on the Exchange; and

(b) issue to Madjak an aggregate of 5,000,000 Units of the Company(which Units were issued on October 31, 2018)..

Prior to entering into the Pass Assignment Agreement, Madjak had incurred a total of $109,200 of exploration expenditures on the Pass Claim.

As a result of closing the Pass Assignment Agreement, the Company has assumed all of Madjak's rights and obligations under the Pass Property Option Agreement. In order to exercise the option, the Company is required to:

(a) pay the Optionor $5,000 and issuing 50,000 Common Shares upon acceptance by the Exchange of the Pass Claim being acquired or optioned, in full or in part, by the Company;

(b) pay the Optionor $15,000 and issuing 50,000 Common Shares, no later than three (3) months after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company;

(c) pay the Optionor $15,000, no later than one year after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company; and

(d) pay the Optionor $35,000, no later than two years after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company.

Further, under the terms of Pass Property Option Agreement, any claims that are acquired by either party within 2 kilometres of the outer boundary of the Pass Claim will be subject to the terms and conditions of the Pass Property Option Agreement.

The Optionor will also retain a 2% net smelter return royalty on the Pass Property (the "Royalty"). The Company may purchase 1% of the Royalty by paying the Optionor a total of $500,000.

Government Regulations

The Company will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the Province of British Columbia. The main agency that governs the exploration of minerals in the Province of British Columbia, Canada, is the Ministry of Energy, Mines and Petroleum Resources ("Ministry of Mines"). The Ministry of Mines manages the development of British Columbia's mineral resources, and implements policies and programs respecting their development while protecting the environment. In addition, the Ministry of Mines regulates and inspects the exploration and mineral production industries in British Columbia to protect workers, the public and the environment.

The material legislation applicable to the Company is the Mineral Tenure Act, as amended, administered by the Mineral Titles Branch of the Ministry of Mines, and the Mines Act, as well as the Health, Safety and Reclamation Code. The Mineral Tenure Act and its regulations govern the procedures involved in the location, recording and maintenance of mineral titles in British Columbia. The Mineral Tenure Act also governs the issuance of leases which are long term entitlements to minerals.

All mineral exploration activities carried out on a mineral claim or mining lease in British Columbia must be in compliance with the Mines Act. The Mines Act applies to all mines during exploration, development, construction, production, closure, reclamation and abandonment. It outlines the powers of the Chief Inspector of Mines, to inspect mines, the procedures for obtaining permits to commence work in, on or about a mine and other procedures to be observed at a mine. Additionally, the provisions of the Health, Safety and Reclamation Code for mines in British Columbia contain standards for employment, occupational health and safety, accident investigation, work place conditions, protective equipment, training programs, and site supervision.

Additional approvals and authorizations may be required from other government agencies, depending upon the nature and scope of the proposed exploration program. If the exploration activities require the falling of timber, then either a free use permit or a license to cut must be issued by the Ministry of Forests. Items such as waste approvals may be required from the Ministry of Environment, Lands and Parks if the proposed exploration activities are significantly large enough to warrant them. Waste approvals refer to the disposal of rock materials removed from the earth which must be reclaimed. An environmental impact statement may be required.

Employees

As of the date of this prospectus, the Company had no employees. The Company's executive officers are independent contractors of the Company.

Trends and Competitive Conditions

There is significant competition for the acquisition of promising properties, as well as for hiring qualified personnel. The Company's competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

The present and future activities of the Company may be influenced to some degree by factors such as the availability of capital, governmental regulations, including environmental regulation, territorial claims and security on mining sites. The influence of such factors cannot be predicted.

To the knowledge of the Company, other than what is described in this prospectus, there is no current trend or event that could reasonably influence, in a significant manner, the activities, financial situation or operating results of the Company for the current fiscal year. See "Risk Factors".

PASS PROPERTY

The following represents information summarized from the Technical Report on the Pass Property dated January 18, 2019 (previously defined as "Technical Report"), prepared by Greg R. Bronson, P.Geo. (previously defined as "Qualified Person"), a "qualified person", as defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (previously defined as "NI 43-101"), in accordance with the requirements of NI 43-101. Note that not all of the figures and tables from the Technical Report are reproduced in and form part of this prospectus. The remaining figures are contained in the Technical Report which is expected to be made available under the Company's profile on the SEDAR website at www.sedar.com.

Property Description and Location

The Pass Property is comprised of three contiguous mining claims, comprised of 52 cells covering approximately 1,095.12 hectares and is located about 18 kilometers (8.1 miles) east of Castlegar, in the Nelson Mining Division in the Province of British Columbia. The Pass Property contains gold and copper targets and the focus of the exploration program will be to confirm whether an exoskarn copper-gold deposit is present on the Pass Property. The Company currently owns a one hundred percent (100%) interest in the North Pass and Anjuli Rose Claims and holds an option to acquire a one hundred percent (100%) interest in the Pass Claim.

Table 1 – List Of Claims

Cell Key	Claim	Claim Size (Hectares)	Cell Key	Claim	Claim Size (Hectares)
082F06D077C	Pass	21.06	082F06D087A	Pass	21.06
082F06D077D	Pass	21.06	082F06D087B	Pass	21.06
082F06D078D	Pass	21.06	082F06D088A	Pass	21.06
082F06D057C	Anjuli Rose	21.06	082F06D059A	Anjuli Rose	21.06
082F06D058A	Anjuli Rose	21.06	082F06D059B	Anjuli Rose	21.06
082F06D058B	Anjuli Rose	21.06	082F06D059C	Anjuli Rose	21.06
082F06D058C	Anjuli Rose	21.06	082F06D059D	Anjuli Rose	21.06
082F06D058D	Anjuli Rose	21.06	082F06D060A	Anjuli Rose	21.06
082F06D060D	Anjuli Rose	21.06	082F06D068A	Anjuli Rose	21.06
082F06D067A	Anjuli Rose	21.06	082F06D068B	Anjuli Rose	21.06
082F06D067B	Anjuli Rose	21.06	082F06D068C	Anjuli Rose	21.06
082F06D067C	Anjuli Rose	21.06	082F06D068D	Anjuli Rose	21.06
082F06D069A	Anjuli Rose	21.06	082F06D070A	Anjuli Rose	21.06
082F06D069B	Anjuli Rose	21.06	082F06D070D	Anjuli Rose	21.06
082F06D069C	Anjuli Rose	21.06	082F06D077B	Anjuli Rose	21.06
082F06D069D	Anjuli Rose	21.06	082F06D078A	Anjuli Rose	21.06
082F06D078B	Anjuli Rose	21.06	082F06D078C	Anjuli Rose	21.06
082F06D079A	Anjuli Rose	21.06	082F06D079B	Anjuli Rose	21.06
082F06D079C	Anjuli Rose	21.06	082F06D079D	Anjuli Rose	21.06

082F06D080A	Anjuli Rose	21.06	082F06D080D	Anjuli Rose	21.06
082F06D088B	Anjuli Rose	21.06	082F06D089A	Anjuli Rose	21.06
082F06D089B	Anjuli Rose	21.06	082F06D090A	Anjuli Rose	21.06
082F06D087C	North Pass	21.06	082F06D088C	North Pass	21.06
082F06D088D	North Pass	21.06	082F06D097B	North Pass	21.06
082F06D098A	North Pass	21.06	082F06D098B	North Pass	21.06
082F06D098C	North Pass	21.06	082F06D098D	North Pass	21.06

Figure 1 - Pass Property Map

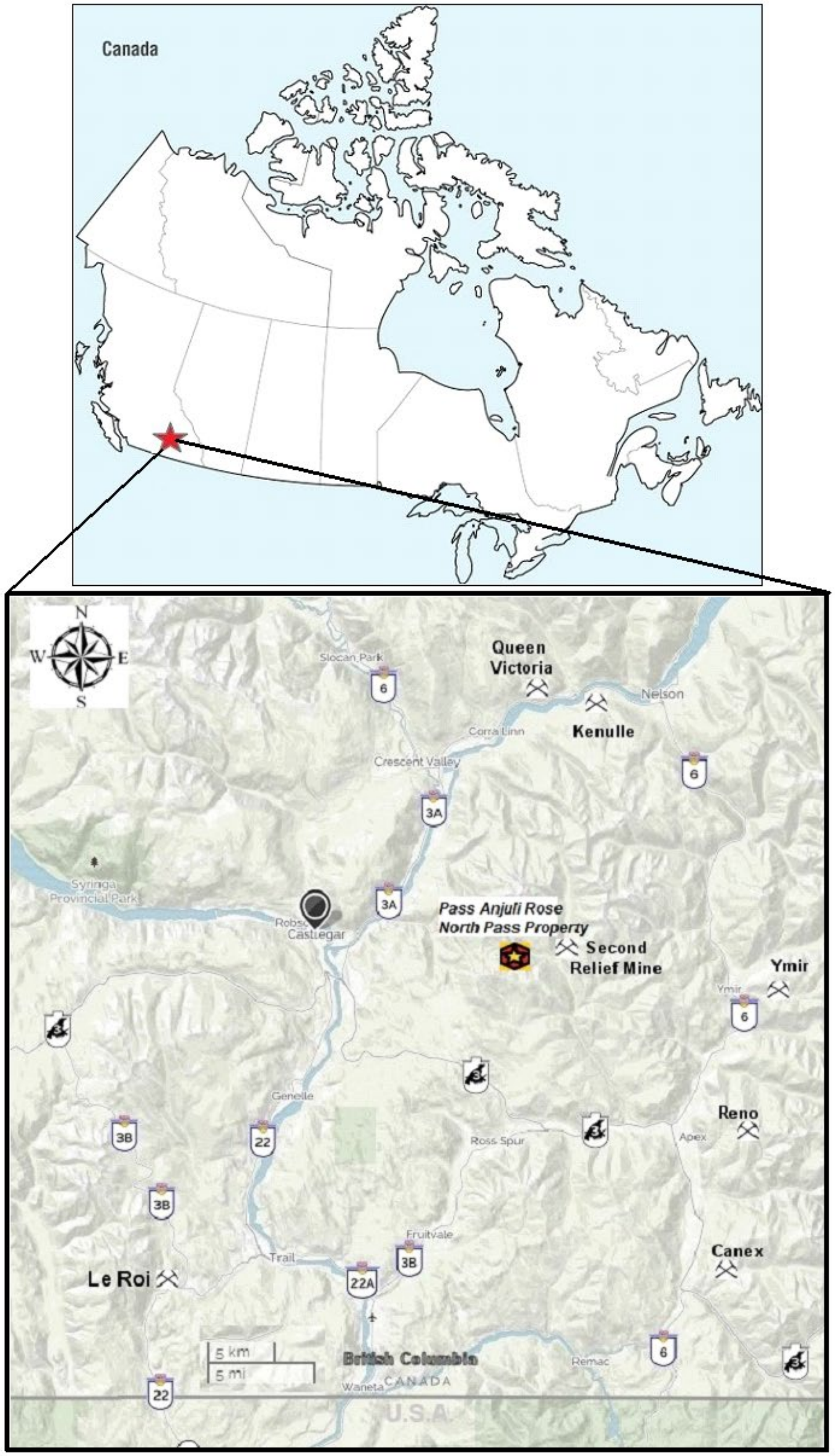
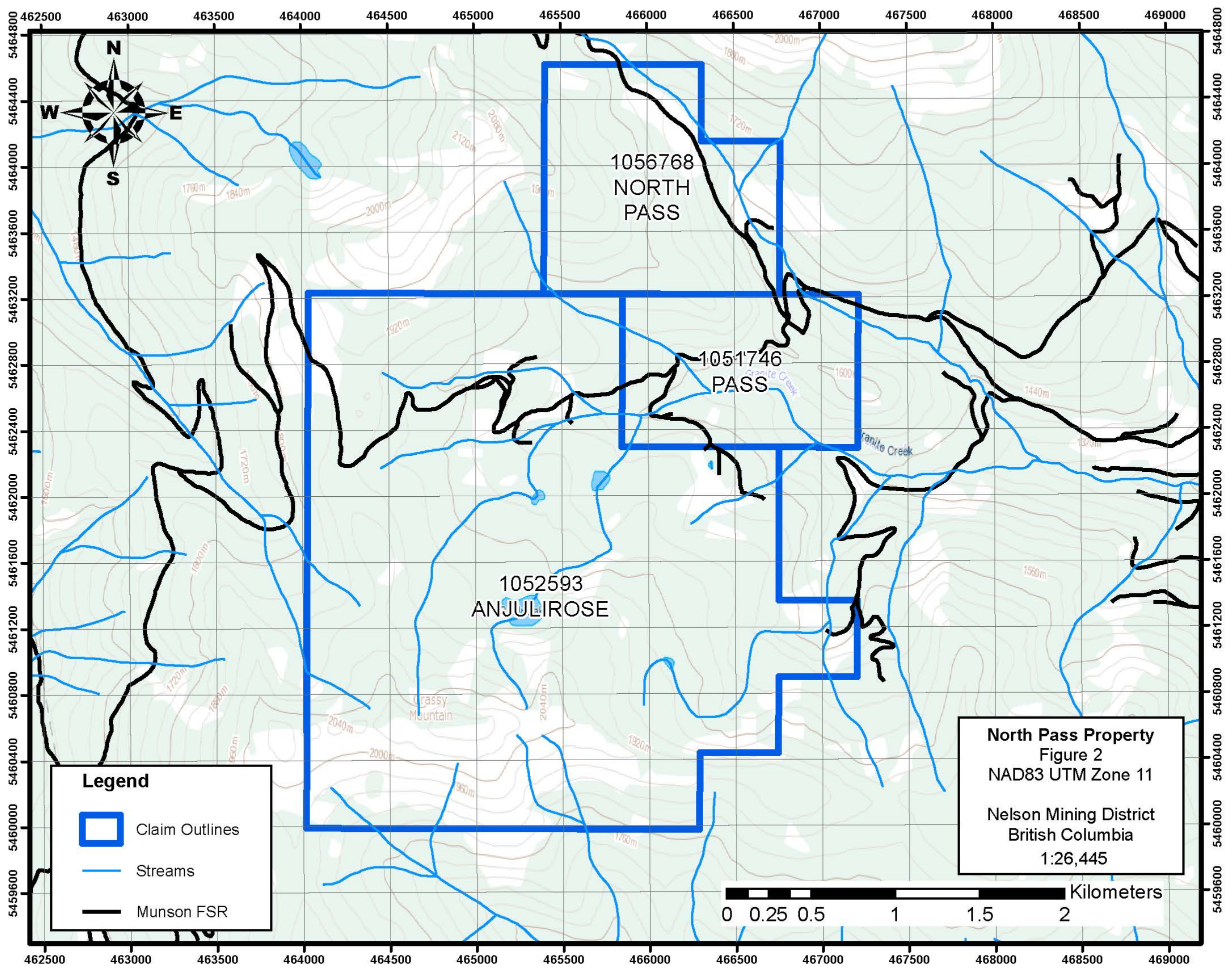


Figure 2 - Pass Property Claims Map



Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Pass Property is located 13 kilometers (8.1 miles) due east of Castlegar, British Columbia, is in the Selkirk Natural Resource Forest District in the Kootenay-Boundary Natural Resource Region. A total of 52 cells make up the claim group which covers approximately 1095 hectares.

Access to the Pass Property is southeast 18 kilometers (11 miles) from Castlegar on Highway 3, then north 14 kilometers (8.7 miles) on the Munson Forestry Service road, a well-maintained gravel logging road to the property. Access to the north half of the claim group is good because of a network of existing and newly constructed logging roads.

Access the southern half of the Pass Property is via unmaintained logging roads, rough quad trails and hunting trails.

Climate

The climate of the area is pleasant with moderate winters and hot summers. Annual precipitation ranges from 22 inches (56 centimeters) per year in the lower elevation to 30 inches (76 centimeters) per year in the upper elevations. Of this, 70% falls as snow. Average winter snowpack is five to six feet (150 to 180 centimeters). Snow avalanches are common during years of heavy snowfall especially along the overly steepened north facing slopes of Grassy Mountain. Depending on snowfall, exploration can start as early as the beginning of June and last until late October.

Infrastructure

Castlegar is a town with a population of just over 7,000 with the main industries being forestry, education, government, retail and tourism. There are several small mining contractors in the region. The nearest larger urban center is Trail, 30km south. Trail is home to the Teck smelter, one of the world's largest smelting complexes.

Physiography and Vegetation

Elevations within the Pass Property area range from 5,000 ft (1,524 meters) along Granite Creek to almost 7,000 ft (2,134 meters) near the center of the claim group on Grassy Mountain. A drift veneer covers most of the Pass Property restricting outcrops to the ridges and trough like creeks that drain the property. The area was once heavily forested with white pine, Douglas fir, spruce, hemlock and cedar; however, forest fires and ongoing logging operations are continuing to clear stands of large trees and only isolated pockets of original timber remains. Today, the claims are open clear cut or covered with dense secondary growth of small timber. What original timber still remains is actively being logged. Douglas fir predominates at the lower elevations with stunted balsam and jack pine increasing in abundance at higher elevations. Underbrush includes alder on the north-facing slopes and grassland exists on the south-facing slopes above 1,500m.

Pass Property History

The Nelson district has been extensively explored since the 1800's. Numerous high-grade gold occurrences and deposits have been discovered in quartz veins, sulfide zones and skarns adjacent to the contact of mid to late Jurassic intrusions such as the Bonnington Pluton and the Rossland Group volcanics and sediments. The third largest gold-enriched skarn producer in the province, the Second Relief mine is located 2.5 km to the east of the claim group. The Second Relief mine operated from 1902 to 1919 and then resumed in 1928 producing until 1941. Production totals 207,023 tonnes which yielded 866,433 grams of silver, 3,117,637 grams of gold, 20,210 kilograms of copper, 1,057 kilograms of lead and 147 kilograms of zinc.

The Anjuli Rose Claim abuts directly to the east of a past producing mine known as the Rachel Adit. The auriferous quartz vein was discovered by Stuart Barclay in 1954. No significant work was carried out until the vein was mined in 1980 by Kimberly Gold Resources Inc. Fifteen and one-half tons of high-grade ore were mined and shipped. The average assay of the shipment was 1.944oz/ton Au, 7.92 oz/ton Ag and 9.42% Pb (Santos, 1984).

In 1981, Kimberley Gold Resources Inc. (KGR) carried out a limited exploration program on a grid centered about the Rachel Adit. KGR completed soil geochemical sampling, VLF-EM surveying, geological mapping, and prospecting (Page, 1981). Only the soil geochemical survey and the geology map were filed for assessment which were available to the Qualified Person. A significant lead anomaly is shown centered around the Rachel Adit as well as a lesser lead anomaly located 225 m to the west.

Subsequently, the Rachel property was examined and sampled by Cominco Ltd., Aurun Mines Ltd., and Grit Resources Inc. Sampling results of the Cominco Ltd. and Aurun Mines Ltd. investigations are available in Santos' 1984 report for Grit Resources Inc. Gold assays from the vein are very high, ranging from 0.316 to 7.636 oz/ton over narrow widths on the east limb of the vein. The vein is exposed over a strike length of 8 m and is at least 50 cm thick. No drilling has been done on the Pass Property.

In 2017, Madjak optioned the Pass Claim from the Optionor of Nelson, B.C., and subsequently staked the adjoining Anjuli Rose Claim over ground formerly known as the Donna Rose property adjacent to the southern edge of the Pass Claim. Madjak conducted an exploration program on the Pass Claim that included prospecting, geological mapping, collection of heavy mineral concentrate pan samples from surface streams, rock sampling, a detailed magnetometer survey and an IP survey. Madjak also commissioned a LiDAR aerial survey of the Pass Claim to provide accurate topographical mapping of property. Based on the results of the 2017 field season, Madjak subsequently staked the North Pass Claim abutting the northern edge of the Pass Property.

There is no published record of early historical work on the Pass Property (formerly called the Skarn property), although evidence of such work exists. The Pass Property contains historical workings consisting of a short adit and several open cuts on the south bank of Granite Creek, an open trench and a prospect pit north of Granite Creek to the north of the Munson Forestry Service Road (FSR). The main showing on the Pass Property is a magnetite, copper-gold bearing skarn in the area around the short adit adjacent to Granite Creek (Granite Creek Adit) at the confluence of Granite Creek and southerly flowing unnamed creek draining Siwash Mountain. Analyses of rock samples collected by the Author from the waste dump adjacent the Granite Creek Adit assayed at 9.2 g/t Au, 50g/t Ag and 4.51% Cu.

The open trench and prospect pit have been dug within the recently clear-cut area to the north of the Munson FSR on zones of iron-rich hornfels. A rock sample collected by the Qualified Person at the open trench located 460m west north west of the Granite Creek Adit assayed at 4.68g/t Au. 1.02 g/t Ag and 531g/t Cu.

Prior to Madjak's tenure on the Pass Claim, the property was held by prospector Jack Denny of Salmo, B.C. In 2006, Mr. Denny performed a magnetometer survey in the area surrounding the showing at the Granite Creek Adit. In his opinion, there was a strong magnetic anomaly at the south-east corner of his grid that appeared truncated along the line of Granite Creek. He recommended expanding the magnetometer survey and following up with additional prospecting, trenching and sampling of identified anomalies. Mr. Denny also reported a rock sample assay returning 1.79% Cu and 3.3g/t Au from the Granite Creek skarn zone (Denny 2006).

Subsequent to Mr. Denny's ownership the Pass Claim was held under option by Swift Resources Inc. of Vancouver. During 2010 and 2011 Swift Resources completed a program of grid work, soil sampling and ground geophysics (mag, VLF). An excavator trenching program was completed to follow up geochemical results.

In 2010 rock samples collected by Swift Resources from the Granite Creek Skarn zone (adit area) returned values of 0.54 %Cu and 1.69 g/t Au as well as elevated tungsten. Swift Resources also grab sampled the open cut located 460m north west of the Granite Creek Adit and reported elevated gold values including 9.0 g/t Au in one sample and 2.6 g/t in a second sample. The open trench was re-dug with an excavator during the 2011 trenching program; however, trench sampling failed to replicate the results of the 2010 grab samples. An excavator was also used to trench a gold soil anomaly located between the Granite Creek Adit and the open cut. Bedrock was not reached at that location due to a thicker than expected till cover (<5m) (Caron, 2011).

Swift Resources also noted a copper soil anomaly south of the Granite Creek Adit/skarn zone. Swift postulated that a magnetometer high in the same area may suggest a continuation of the skarn zone to the south (Caron, 2011).

Geological Setting

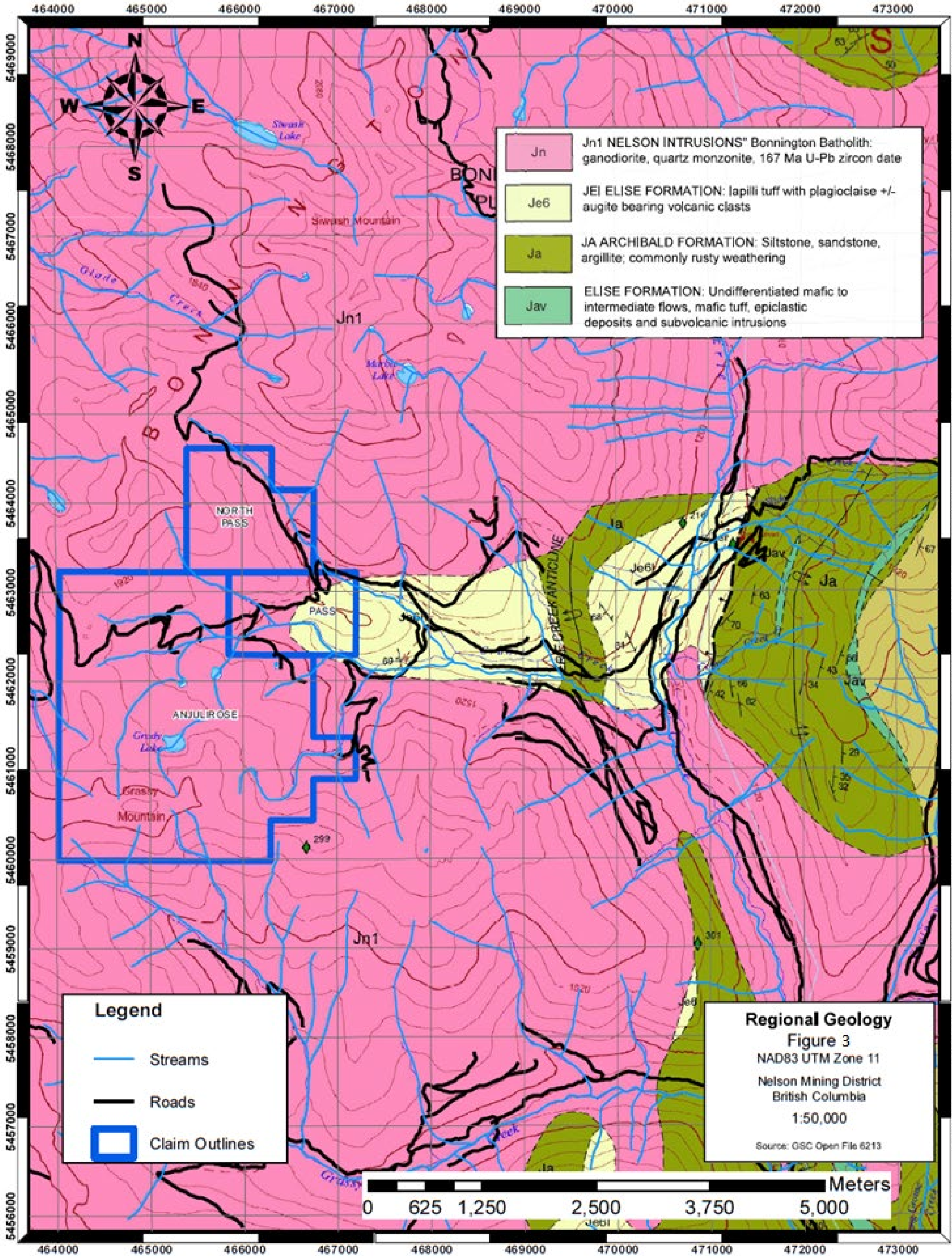
Regional Geology

The Pass Property project lies within the Nelson Mining Division. The rocks that host the mineralization in the area are early Jurassic Rossland Group sediments and volcanics that form embayments and roof pendants occurring within the younger mid to late Jurassic Bonnington pluton. The Pass Property is centered on one such pendant of Rossland Group rocks.

The Rossland Group has been described in considerable detail by Höy and Dunne (1997). It is divided into three formations, the basal Archibald formation consisting of mainly coarse clastic metasediments, the Elise Formation dominated by mafic volcanic rocks and the coarse to fine grained clastic metasediments of the Hall Formation.

The Bonnington pluton is a middle Jurassic intrusion related to the continued subduction of an ancestral Cache Creek ocean with obduction and onlap of the eastern edge of Quesnellia with the North American craton (Hoy and Dunne 1997). The Bonnington pluton is a multi-phase intrusion of dominantly granodiorite to quartz diorite composition. The intrusion is surrounded by a contact aureole, 0.7 – 1.8 kilometers wide. Within this contact aureole, the older Rossland group rocks that have been intruded are highly metamorphosed and hornfelsed and it can be difficult to recognize original lithologies. Zones of skarn alteration and mineralization are commonly developed in more calcareous metasediments.

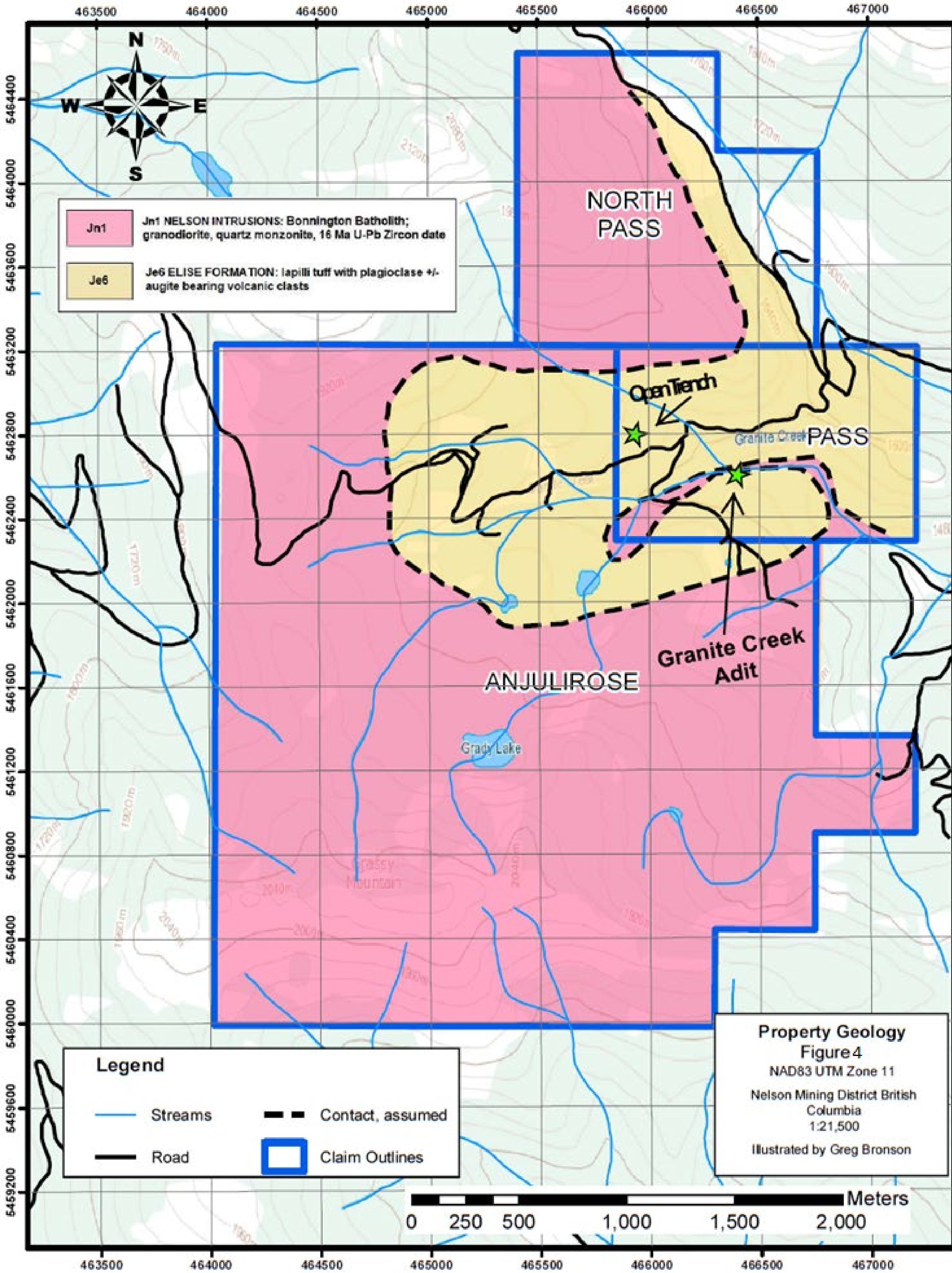
Figure 3 - Regional Geology Map



Property Geology

The Pass Property consists of a roof pendant of early Jurassic Elise Formation volcanics and metasediments surrounded and underlain by the igneous early Jurassic Bonnington Pluton. The Elise Formation consists of undifferentiated mafic to intermediate flows, mafic tuff, epiclastic deposits and subvolcanic intrusions, lapilli tuff with plagioclase +/- augite bearing volcanic clasts. Field observations noted widespread hornfelsing due to contact metamorphism with the Bonnington Pluton. The igneous plutonic rock consisted of fine grained quartz monzonite close to the contact with the Elise volcanics and graded from quartz monzonite to granodiorite further away from the roof pendant.

Figure 4 - Property Geology Map



Deposit Type

The target deposit at the Company's Pass Property belongs to a class of deposits described as exoskarns (Einaudi & Burt 1982). A summary of Cu (± Au) bearing exoskarns in presented below:

Capsule Description: A garnet, magnetite, clinopyroxene, sulfide bearing skarn with relict carbonate. Pyrite occurs as poikiloblasts with chalcopyrite formed as rims on the pyrite. Gold occurs as inclusions in pyrite and magnetite.

Tectonic Setting: Related to plutonism associated with intra and non-intraoceanic island arcs; rifted continental margins; Syn to late orogenic.

Geological Setting: Skarn formation by metasomatic processes involving hydrothermal fluid migration driven through calcic country rock (Elise Formation) by the emplacement of an igneous intrusion (Bonnington Batholith).

Age of Mineralization: Mid Jurassic, Bathonian (Est 167Ma. Höy and Dunne (1997)).

Deposit Form Highly varied; includes stratiform and tabular orebodies, vertical pipes, narrow lenses, and irregular ore zones that are controlled by intrusive contacts, sedimentary host lithologies or structures.

Host/Associated Rock Types: Alkalic and subalkalic porphyritic stocks, dikes and breccia pipes of quartz diorite, granodiorite, monzogranite and tonalite composition, intruding carbonate rocks, calcareous volcanics or tuffs. Copper skarns in oceanic island arcs tend to be associated with more mafic intrusions (quartz diorite to granodiorite), while those formed in continental margin environments are associated with more felsic rocks.

Associated Deposit Types Porphyry Cu deposits, Au, Fe and Pb-Zn skarns, and replacement Pb-Zn-Ag deposits.

Exploration

Madjak engaged Rae-co Consulting Ltd ("RCL") to provide contract exploration services on the Pass Property. A total of three visits were made to the Pass Property during the summer and fall of 2017 to perform prospecting, sampling and mapping. During the initial Pass Property visit on June 22, 2017 grab samples were collected by the Qualified Person from the waste pile (tailings pile) adjacent the Granite Creek Adit and from the open cut located to the north of the Munson FSR approximately 460m NW of the Granite Creek Adit. The assay results previously stated gave the Company the confidence to option the Pass Property and further explore the ground.

During the second property visit from August 20 – 26, 2017 twenty-three heavy mineral concentrate ("HMC") samples were panned from tributaries to Granite Creek and on Granite Creek itself. Outcrop and float grab samples were also collected and detailed mapping was also conducted during this work.

A reconnaissance traverse of Grassy Mountain was conducted by the Qualified Person to prospect the ridge line, to locate the Rachel adit and explore for anecdotal showings reported by local prospectors. The exact location of the Rachel adit was not determined although what were thought to be historical claim posts relating to the Rachel claims were located.

RCL contracted Eagle Mapping Ltd. of Coquitlam, British Columbia to provide a LiDAR survey of the Pass Property.

The third round of exploration work on the Pass Property from October 4 – 7, 2017 was focused on following up on the results of the summer's field work. The HMC sampling program indicated an area upstream from the Granite Creek Adit as having potential mineralization. Field investigation proved up this theory as additional sulfide mineralization was located and sampled.

Logging was active on the claim blocks during this time and allowed increased ease of access and also daylighted several hereto unknown areas of sulfide mineralization on logging road cuts which were mapped and sampled.

<u>Magnetometer Survey</u>

RCL contracted Scott Geophysics Ltd. of Vancouver to perform a detailed magnetometer survey over the most prospective ground on the Pass Property claim. The survey was conducted August 24 – 27, 2017. A total of 11.32 line kilometers were surveyed (Figure 5). A large magnetometer high was recorded to the south and west of the Granite Creek adit whereas the adit itself was located in an area of moderate magnetic field strength. The open trench is also located in an area of moderate magnetic field strength with several smaller magnetometer highs recorded surrounding the area of the open trench. Positive sample results at both these locations indicates further detailed sampling and mapping work is recommended in those areas where large contrasts in magnetic field are observed on the property especially where moderate and high strength magnetic fields are adjacent one another

Induced Polarization Survey

RCL contracted Scott Geophysics to provide an Induced Polarization (IP) survey over the most prospective ground on the Pass Property. The survey was conducted from November 1 – 14, 2017. A total of 13.1km of IP survey were performed. The survey was terminated at 75% completion due to accumulating snow pack restricting access to the Pass Property. Chargeability highs were recorded in the area of the Granite Creek Adit and the Open Trench. Positive sample results at both these locations indicates further detailed sampling and mapping work is recommended in those areas where chargeability highs are observed on the Pass Property.

An overlay of magnetometer and induced polarization data should be used to guide field workers to detail sample and map the most prospective ground on the Pass property.

Figure 5 - Total Field Magnetometer Survey Contour Plan

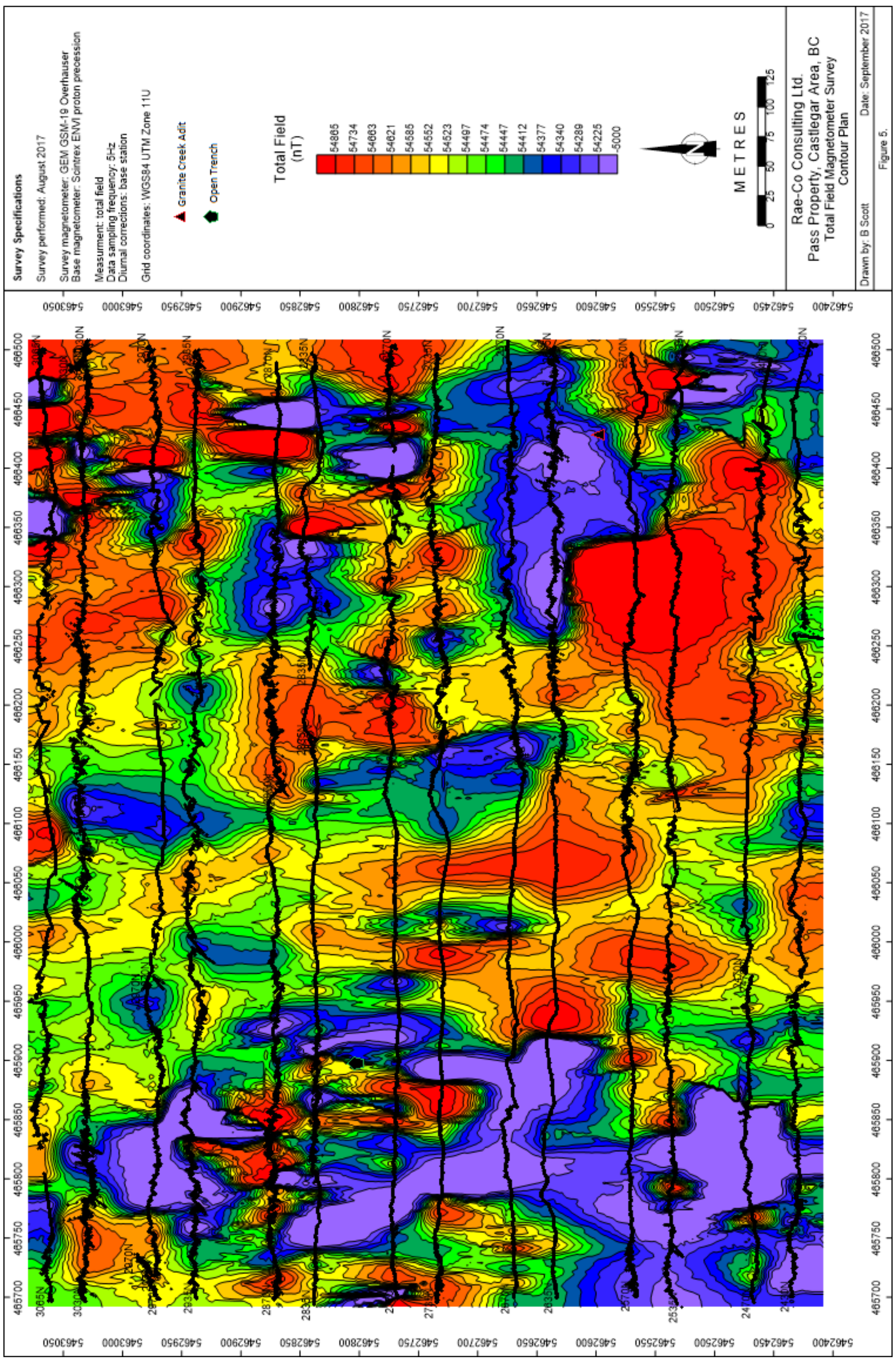
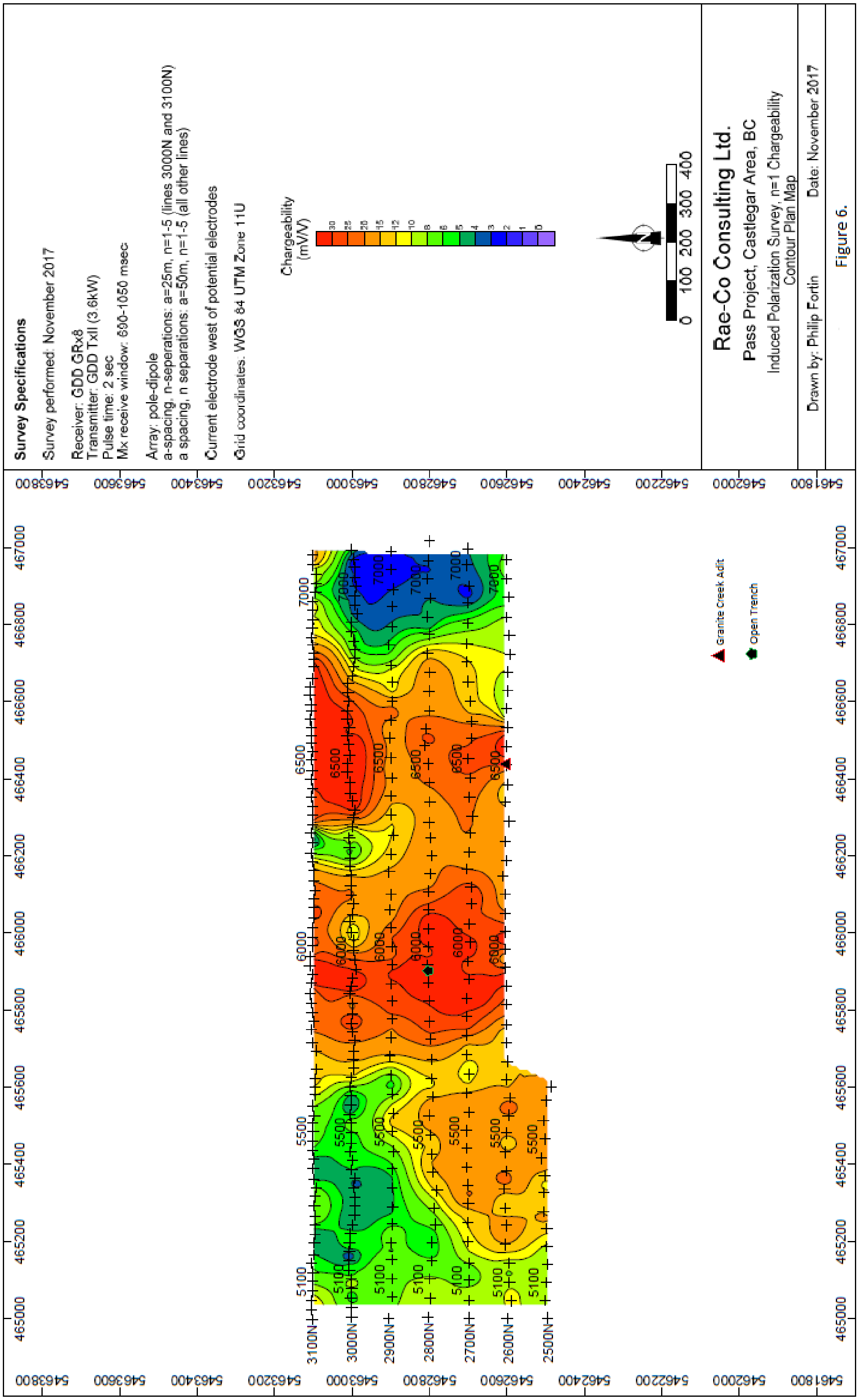


Figure 6 - Induced Polarization Survey No 1 Changeability Contour Plan Map



Results from the third round of exploration work prompted RCL to advise the Company to claim the ground to the north of the Pass Property; hence the North Pass claims were added to the property portfolio.

Mineral Processing and Metallurgical Testing

RCL contracted Vancouver Geotech Labs to perform a petrographic study on samples from the Pass Property. Four samples were collected from the mineralized skarn at the Granite Creek Adit. Thin sections were prepared with the objectives of identifying rock types, describing mineralogy and texture, determining the paragenetic sequence of alteration and mineralization and to identify and describe the ore minerals in the samples.

The samples are identified as a garnet-magnetite-pyroxene skarn. The sulfide mineralogy is relatively simple consisting of pyrite, chalcopyrite and minor galena. Fine grained magnetite makes up a significant portion of the rocks and occurs in poorly defined parallel bands which were probable inherent in the original rocks (sediments). The original rocks were carbonate rich – likely calcareous siltstones and shales of the Elise formation. The most common sulfide in the rocks is pyrite. Gold inclusions were identified in the pyrite and in magnetite. Chalcopyrite is relatively abundant and occurs in masses and discontinuous veins. Chalcopyrite also forms rims on the pyrite and is interstitial to the fine-grained magnetite matrix. Galena occurs as small anhedral grains attached to the chalcopyrite, to some pyrite and interstitially to the magnetite.

The suite of four rock samples represents an exoskarn. The mineralogy is simple in that consists primarily of garnet, magnetite, clinopyroxene, sulfides and relict carbonate. The mineral assemblage suggests fluctuating temperatures and fluid composition during the evolution of the skarn. The following sequence of events is suggested:

1. Contact metamorphism between carbonate-magnetite-rich sediments and a clinopyroxene-bearing intrusion.

2. Replacement of carbonate by garnet ± magnetite (decarbonation)

3. Replacement of garnet by second generation magnetite

4. Recrystallization of relict clinopyroxene

5. Pyrite poikiloblasts (second generation pyrite) over-grow garnets and magnetite. Gold mineralization.

6. Chalcopyrite (introduced) forms a rim on pyrite. It was contemporaneous with actinolite and it is interstitial to magnetite and garnet. Chalcopyrite and galena were probably contemporaneous.

7. Replacement of garnet by fine-grained granular clinopyroxene, and of some sulfides by magnetite (desulfidation) were the last episodes in the evolution of the skarn.

The rock shows evidence of more than one episode of replacement. The magnetite and garnet crystallized during decarbonation reactions, whereas the replacement of the pyrite by magnetite occurred during desulfidation reactions.

The rock contains oolitic magnetite, most of which were partly or completely replaced by pyrite. This would suggest a sediment protolith for the rock, Schandl (2017).

Drilling

No drilling has been carried out on the Pass Property.

Sample Preparation, Analyses and Security

There were three rounds of sampling on the Pass Property. The first round occurred on June 22, 2017 where the Qualified Person collected three outcrop rock samples and one float rock grab sample from the open cut above in the clearing above the Munson Road. The Qualified Person also collected one outcrop rock sample and three float rock grab samples from the Granite Creek Adit. Samples were transported by the Qualified Person to ALS Laboratories in North Vancouver, British Columbia, Canada.

The second round of sampling on the Property took place from August 20 – 26, 2017. A total of twenty-three heavy mineral concentrate ("HMC") pan samples, six silt sediment samples, six outcrop rock samples, and eight float rock grab samples were collected by the Qualified Person and by field technicians under direct supervision of the Qualified Person. Samples were transported by the Qualified Person to ALS Laboratories in North Vancouver, British Columbia, Canada.

The third round of sampling occurred on the Pass Property over a four-day period from October 4 – 7, 2017. The Qualified Person collected twenty-six outcrop rock samples and six subcrop rock samples from the Pass Property. Samples were transported by the Qualified Person to Agat Laboratories in Burnaby, British Columba, Canada.

Samples submitted to ALS Laboratories prepared and analysed as described below:

All rock samples were processed according to ALS PREP-41: Standard Rock Package. Crush entire sample to 70% passing -2mm, split off 250g and pulverize split to better than 85% passing 75 microns. Samples were then analysed by method ME-MS41 Ultra Trace Aqua Regia ICP-MS: a 51-element spectrum and Au-ICP21: Au by fire assay and ICP-AES, 30g nominal sample weight.

All silt samples were screened to -180 um and analysed by method ME-MS41 Ultra Trace Aqua Regia ICP-MS: a 51-element spectrum and Au-ICP21: Au by fire assay and ICP-AES, 30g nominal sample weight.

All heavy mineral concentrate pan samples were pulverized by method PUL-51 and then analysed by method ME-MS41 Ultra Trace Aqua Regia ICP-MS: a 51-element spectrum and Au-ICP21: Au by fire assay and ICP-AES, 30g nominal sample weight.

All samples submitted to AGAT Laboratories were rock samples and were prepared and analysed as described below:

Crush entire sample to 75% passing 2mm, split to 250g and pulverize to 85% passing 75 um, analyse using (AGAT Product code 201-074) Aqua Regia Digest - Metals Package, ICP/ICP-MS finish, (AGAT Product code 201-076) Lithium Borate Fusion - Summation of Oxides, ICP-OES finish and (AGAT Product code 202-052) Fire Assay - Trace Au, ICP-OES finish (ppm).

Environmental Studies, Permitting and Social or Community Impact

The Company follows all regulations and protocols. It is understood that water and particulates from any drilling or other work should be prevented from entering any body of water, such as Granite Creek. At this time, it is the Qualified Person's understanding that permits are required for the proposed drilling work.

- Drill permit
- Skid trail construction & Drill pad construction

Data Verification

During his visits to the Pass Property the Qualified Person personally took or directly supervised the collection of fifty-five rock samples, twenty-three heavy mineral concentrate pan samples, and six silt samples. Samples were collected to demonstrate the presence of mineralization on the property and to assist the Qualified Person in evaluating the mineral potential on the Pass Property. The Qualified Person does not claim that the samples are representative of any average or overall grade of the mineralization; nor do they indicate any size or extent of the mineralization.

Table 2 - Sample Assays from Pass Property Visits by the Qualified Person

Date	Sample No.	Sample Type	g/t (ppm)				Zone 11 UTM Coordinates		Location Description	Sample Description
			Au	Ag	Cu	W	Northing	Easting		
22-Jun-17	242301	Outcrop	4.68	1.02	531	0.61	465874	5462787	Open cut in clear cut above Munson road	light to dark rust brown, very weathered, minor light grey to greenish grey very fine crystalline volcanic, leached in part, with pinpoint porosity,

										altered to very light brown to orange. Abundant rust stain, no visible sulfides
22-Jun-17	242307	Subcrop	9.2	50.4	>10000	28.9	466301	5462599	Granite Creek Adit, waste pile	Metavolcanic, abundant chalcopyrite, bornite, common magnetite & garnet.
22-Jun-17	242308	Subcrop	4.01	9.47	8020	53	466301	5462599	Granite Creek Adit, waste pile	dark grey metavolcanic with thin pyrite veins
26-Aug-17	27335	Subcrop	2.95	0.67	174.5	0.72	465914	5462761	Open cut in clear cut above Munson road	very bleached & weathered volcanic rock, possible sulfides
6-Oct-17	242321	Outcrop	0.385	0.59	403	0.53	465900	5462496	Granite Creek 5m upstream from best HMC sample 27318	Vein on north bank of Granite creek, white to very light brownish white diorite, with 3 - 4% disseminated pyrite, trace chalcopyrite <1%

It is the opinion of the Qualified Person that the adequacy of the data obtained is of sufficient quality for the purposes of the Technical Report.

Adjacent Properties

To the immediate east of the Anjuli Rose Claim is the Rachel Property which covers a gold bearing quartz vein. The following description was taken from the MINFILE Record Summary of MINFILE No 082FSW299. The Rachel vein was discovered in 1954.

The area is underlain by a granodiorite pluton, the Bonnington pluton, of the Lower to Middle Jurassic Nelson Intrusions. The granodiorite is locally cut by aplite and lamprophyre dykes and quartz veins 0.5 to 3.0 centimetres wide generally trending north and dipping steeply. The granodiorite exhibits two sets of jointing.

The Rachel vein is a north-northeast striking "saddle" vein exposed in an adit on the south side of Grassy Mountain. The vein is 10 to 40 centimetres wide over a strike length of 25 metres and follows the 2 sets of joints to their junction. The vein comprises quartz with lenses and disseminations of galena, free gold as flakes and traces of pyrite. A zone of argillic alteration occurs adjacent to the south side of the vein, and some chloritization and sericitization occur in the wallrock.

In 1980, Kimberley Gold Mines removed 14 tonnes of high-grade ore from the adit, yielding an average assay of 66.64 grams per tonne gold, 271.5 grams per tonne silver, and 9.42 per cent lead (Assessment Report 19021). A grab sample taken in 1989 from the middle of the adit assayed 174.5 grams per tonne gold, 331.5 grams per tonne silver and 10.05 per cent lead (Assessment Report 19021).

An extension of the west limb of the vein is exposed 15 metres to the west of the adit. A grab sample taken in 1984 assayed 4.94 grams per tonne gold, 65.13 grams per tonne silver, 2.42 per cent lead (Assessment Report 19021).

Interpretation and Recommendations Summary

Interpretation and Conclusion

The work carried out to date on the Pass Property has clearly indicated the presence of significant gold mineralization. The main target zone on the Pass Property, the Granite Creek Skarn, is a zone of magnetite skarn hosting copper-gold mineralization. Analyses of rock samples collected by the Qualified Person from the tailings pile adjacent the Granite Creek Adit assayed at 9.2 g/t Au, 50g/t Ag and 4.51% Cu.

An open trench has been dug within the recently clear-cut area to the north of the Munson FSR on zones of iron-rich hornfels. A rock sample collected by the Qualified Person at the open trench located 460m west north west of the Granite Creek Adit assayed at 4.68g/t Au. 1.02 g/t Ag and 531g/t Cu.

A magnetometer survey performed on the Pass Property indicated a mag high directly to the south of the Granite Creek Adit that may be the extension of Granite Creek Skarn zone. The IP survey carried out on the Pass Property indicated a steeply dipping zone of conductivity coincident with the iron rich hornfels located at the open trench noted above.

The discovery of new copper mineralization in the North Pass claim adds additional interest to the Pass Property as a target for the discovery of economic mineralization.

The quality control program developed for this project and overseen by the Qualified Person, an appropriately qualified professional geologist, uses adequate quality control procedures that meet or exceed industry best practices for an exploration stage property.

Recommendations and Budget

Based on encouraging explorations results of the 2017 field program, in particular the high-grade Au assays at the Granite Creek Adit and the open trench above Munson road, the Qualified Person is of the opinion that continued exploration on the Pass Property is warranted. The Qualified Person's specific recommendations are to continue exploration with soil geochemistry in the area of the new copper showing on North Pass Claim. A budget of $108,450 is recommended for this work as follows:

Item	Description	Amount
Property Holding Cost		$ 2,000.00
Detailed Mapping and Sampling		$ 14,000.00
Soil Geochemistry on North Pass claim		$ 16,000.00
Analytical Costs (70 rock samples & 400 soil samples)		$ 33,800.00
Geology		$ 12,250.00
Excavator Trenching and sampling		$ 20,500.00
Sub-Total		$ 98,550.00
Contingency	@ 10%	$ 9,900.00
	Total Recommended Budget	**$ 108,450.00**

USE OF PROCEEDS AND AVAILABLE FUNDS

Funds Available

The net proceeds to be received by the Company from the Offering, after deducting the balance of the estimated expenses of the Offering of approximately $118,500 and the Agent's Commission of $42,000, will be $439,500. As at May 31, 2019, the Company had a working capital of approximately $74,588. Accordingly, the Company anticipates on having total available funds of approximately $514,088 following Closing of the Offering.

Principal Purposes

The funds available will be used for the purposes listed below:

	Offering Amount ($)
Work program on the Pass Property	108,450
Property Payment to Madjak	100,000
Payments under the Pass Property Option Agreement	35,000
Estimated general and administrative expenses for the 12 months following the Offering	99,500
Unallocated Working Capital to fund ongoing operations	171,138
Total	514,088

The Company expects to incur approximately $99,500 in general and administrative costs on an annual basis to cover the expenses of operating as a public company over the next twelve (12) months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Minimum Annual ($)
Audit and Accounting Expenses	25,000
Legal Expenses	45,000
Regulatory Filing Fees	15,000
Transfer Agent	5,500
Miscellaneous	9,000
Total	99,500

The Company intends to spend its available funds as stated in this prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. The Company has no plans to provide fees or salaries to any of its named directors and officers over the next twelve months.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs.

Business Objectives and Milestones

The business objectives the Company expects to achieve using the available funds are to: (i) obtain a listing of the Common Shares on the Exchange; and (ii) complete the exploration Phase 1 program recommended in the Technical Report.

The Company's business objectives of listing on the Exchange will occur on the Listing Date. The cost of covering administrative costs for the first 12 months following listing is estimated at $99,500. The Company's business objective of completing the recommended work program on the Pass Property is currently expected to occur over the course of approximately 12 months following the Listing Date. The cost of completing the recommended work program is estimated at $108,450. Unallocated funds will be added to the working capital of the Company.

DIVIDENDS

The Company has never declared, nor paid, any dividend since its incorporation and does not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the BCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following tables set forth selected financial information with respect to the Company's audited financial statements for the period ended April 30, 2019. The selected financial information has been derived, except where indicated from the audited financial statements for the five-month period ended April 30, 2019. The following should be read in conjunction with the said financial statements and related notes that are included elsewhere in this prospectus, the audited financial statements for the period from incorporation to April 30, 2019, and the "Management Discussion and Analysis".

Selected Financial Information

	Period from inception to April 30, 2019 (Audited) ($)
Revenue	-
Expenses	(35,422)
Net loss	35,422
Basic and Diluted loss per share	(0.003)

Statement of Financial Position	**As at April 30, 2019 (Audited) ($)**
Assets	
Current assets	106,224
Exploration and Evaluation Assets	200,000
Total Assets	306,224
Liabilities	
Current liabilities	31,636
Shareholders' Equity	274,588
Total Liabilities and Shareholders' Equity	306,224

Overview

This management discussion and analysis ("MD&A") of results, operations and financial condition of the Company, describes the operating and financial results of the Company for the period ended April 30, 2019. This MD&A supplements, but does not form part of, the audited financial statements of the Company, and should be read in conjunction with the Company's audited financial statements. The Company prepares and files its financial statements in accordance with IFRS. The currency referred to in this MD&A is in Canadian Dollars.

Overall Performance

The Company is a junior exploration company engaged in the exploration and development of the Pass Property. The Company's future performance depends on, among other things, its ability to discover and develop ore reserves at commercially recoverable quantities, the prevailing market price of commodities it produces, the Company's ability to secure required financing, and in the event ore reserves are found in economically recoverable quantities, the Company's ability to secure operating and environmental permits to commence and maintain mining operations.

Since incorporation, the Company's activities included the acquisition of the Pass Property and activities related to listing on the Exchange. See "Business of the Company – History since incorporation" and "Pass Property".

Results of Operation

The Company reported a net loss of $35,422 during the period from inception to April 30, 2019. The main factors that contributed to the loss were office expenses and professional fees.

Professional fees consist of legal fees in connection with our acquisition of the Pass Property and this Offering, and accounting and audit fees in connection with the preparation of our audited financial statements.

During the period from the date of inception to April 30, 2019, the Company completed the following equity financings: (i) the sale of 100 Common Shares at a price of $0.10 per Share for proceeds of $10.00, (ii) the sale of 6,000,000 Units at price of $0.005 per Unit for proceeds of $30,000; and (iii) the sale of 9,000,000 Units at a price of $0.02 per Unit for proceeds of $180,000. The Company used the proceeds from these equity financings: (i) to pay the initial payment of $100,000 under the Pass Assignment Agreement; and (ii) for general and administrative expenses.

Changes in Accounting Policies

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.

IFRS 16 Leases

Issued by the IASB July 2014, effective for the Company's annual periods beginning August 3, 2018.

IFRS 16, Leases ("IFRS 16"), is a new standard that sets out the principles for the recognition, measurement and disclosure of leases. This new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessors, IFRS 16 carries forward the lessor accounting requirements in IAS 17, with enhanced disclosure requirements that will provide information to the users of financial statements about a lessor's risk exposure, particularly to residual value risk. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, although earlier application is permitted for entities that apply IFRS 15.

Management has assessed the impact to not be significant.

Based on its review of the above, management is of the opinion that the Company's current accounting policies and disclosures in its financial statements comply in all material respects with the requirements so far as they are applicable to its present operations.

Financial Instruments

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The Company's cash is recorded at its fair value, and the fair values of these accounts payable and accrued liabilities approximate their carrying values due to their short-term nature.

Summary of Quarterly Results

Since inception, the Company has not prepared quarterly interim financial statements. As a result, the Company is unable to provide a summary of the quarterly results for the period from inception to April 30, 2019.

Additional Disclosure for Junior Issuers

The Company anticipates having general working capital of $171,138 following completion of the recommended Phase 1 and after meeting the budgeted administrative costs for the next 12 months of $99,500. Other than as disclosed in this prospectus, the Company does not anticipate incurring any other material capital expenditures.

Assuming that the Company has expended its exploration expenses in accordance with the recommendations of the Qualified Person, on the Pass Property, the Company will have achieved one of its material stated business objectives which is to determine whether the Pass Property contains mineralized deposits and whether the results warrant the Company carrying out further work on the Pass Property.

If the results on the Pass Property do not warrant the Company incurring further exploration expenditures, then the Company anticipates that it would have sufficient funds to meet its budgeted administrative costs for the next calendar year. However, if a further work program is recommended on the Pass Property, the Company may be required to raise additional funding to carry out additional exploration programs on its Pass Property. In addition, should the opportunity to acquire other mineral exploration properties be presented to the Company, whether located in North America or elsewhere, then the Company would have to determine the appropriate method of acquiring those properties. In the event that Common Shares could not be used to acquire the said properties, then the Company may have to look to raise further capital. See "Risk Factors".

Disclosure of Outstanding Security Data

The Company has one class of Shares outstanding, being Common Shares. As of the date of this prospectus, 20,000,100 Common Shares were issued and outstanding. The Company also has 6,000,000 share purchase warrants exercisable at a price of $0.10 per Share expiring on September 30, 2021; 5,000,000 share purchase warrants exercisable at $0.10 per Share expiring on October 31, 2021; 9,000,000 share purchase warrants exercisable at a price of $0.10 per Share expiring on December 31, 2021. See "Description of the Securities Distributed".

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Company consists of an unlimited number of authorized Common Shares, of which 20,000,100 Common Shares were issued and outstanding as at the date of this Prospectus.

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 Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of Shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, 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 Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's capitalization as of the date of this prospectus:

Designation of Security	April 30, 2019	As at the date hereof	After giving effect to the Offering
Common Shares	20,000,100	20,000,100	26,050,100(3)
Agent's Option(1)	Nil	Nil	420,000
Warrants(2)	20,000,000	20,000,000	20,000,000
Stock Options	Nil	Nil	Nil

Note:

(1) Each Agent's Option entitles the Agent to purchase one additional Common Share at a price of $0.10 per Common Share for a two year period from the date of issue.

(2) Each Warrant entitles the holder to purchase one additional Common Share at a price of $0.10 per Share with 6,000,000 Warrants expiring on September 30, 2021; 5,000,000 Warrants expiring on October 31, 2021, and 9,000,000 Warrants expiring on December 31, 2021.

(3) Amount includes 50,000 Shares to be issued to the Optionor on listing on the Exchange pursuant to the terms of the Pass Property Option Agreement.

OPTIONS TO PURCHASE SECURITIES

The Directors of the Company adopted a stock option plan on March 15, 2019 (the "Stock Option Plan").

The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's Common Shares issued and outstanding at the time such options are granted. The Stock Option Plan will be administered by the Company's Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the Exchange will not be less than the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 30 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Options Granted

As of the date hereof, the Company has not granted any options under the Stock Option Plan.

PRIOR SALES

Since the date of its incorporation on August 3, 2018, the Company has issued the following securities:

Date Of Issue	Reason for Issue	Number and Class of Securities	Issue Price per Security	Proceeds
August 3, 2018	Private Placement	100 Common Shares	$0.10	$10
September 30, 2018	Private Placement	6,000,000 Units[(1)]	$0.005	$30,000
October 31, 2018	Property[(2)]	5,000,000 Units[(1)]	$0.02	Nil
December 31, 2018	Private Placement	9,000,000 Units[(1)]	$0.02	$180,000
	Total	**20,000,100 Units**		**$210,010**

Notes:

(1) Each Unit comprises of one Common Share and one Warrant entitling the holder to purchase one additional Common Share at a price of $0.10 per Common Share for a three year period from the date of issuance.

(2) Under the terms of the Pass Assignment Agreement, the Company issued a total of 5,000,000 Units to Madjak. See the section titled "*Business of the Company – History Since Incorporation – Acquisition of the Pass Property*". Subsequent to the date of the Pass Assignment Agreement, Madjak transferred 3,650,000 of the Units to third parties pursuant to private transactions with such parties.

ESCROWED SECURITIES

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as "NP 46-201"), all securities of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the Shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Offering, the Company anticipates being an “emerging issuer” as defined in NP 46-201.

The following securities of the Company (the “Escrowed Securities”) are held by, and are subject to the terms of an escrow agreement dated June 12, 2019, among the Company, National Securities Administrators Ltd., as escrow agent, and the holders of the Escrowed Securities, being Rob Gamley, Robert McMorran and Greg Smith (the “Escrow Agreement”):

Designation of Class	Number of Securities	Percentage of Common Shares Prior to Completion of the Offering	Percentage of Common Shares on Completion of the Offering
Common Shares	2,000,000	10.0%	7.7%

As the Company anticipates being an “emerging issuer” as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a “principal” is: (a) a person who has acted as a promoter of the Company within two years of the date of this prospectus; (b) a director or senior officer of the Company at the time of this prospectus; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company. A principal’s spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Company held by such a person will be subject to the escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to “established issuers” provide that 25% of each principal’s escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the Listing Date, the Company meets the “established issuer” criteria, as set out in NP 46-201, the Escrowed Securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of Escrowed Securities that would have been eligible for release from escrow if the Company had been an “established issuer” on the Listing Date will be immediately released from escrow. The remaining Escrowed Securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Company’s Board of Directors, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to the approval of the Company’s Board of Directors, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company’s outstanding securities; (c) subject to the approval of the Company’s Board of Directors, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company’s outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

Under the terms of the Escrow Agreement, 10% of each escrowed shareholder's shares (a total of 200,000 Common Shares) will be released from escrow on the Listing Date. The remaining 1,800,000 Common Shares will be held in escrow immediately following the Listing Date and released pursuant to the terms of the Escrow Agreement.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and officers, no persons beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any of the Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the Directors and executive officers of the Company, the name, municipality of residence, age, principal occupation, position held with the Company and the date on which the person became a Director.

Name, Municipality of Residence and Age	**Principal Occupations during past five years**	**Position with the Company**	**Director or Officer Since**	**Securities Held**	**Percentage of Securities Held as of the Date of this Prospectus[(1)]**	**Percentage of Securities Held After Offering[(1)]**
Robin Gamley[(2)] North Vancouver, BC 44	Director and Officer of Savanna Capital Corp.; Director of Avanti Energy Inc.; Director of Overlord Capital Ltd.	Chief Executive Officer and Director	September 30, 2018	1,000,000 Common Shares	5.0%	3.8%
Natasha Tsai Burnaby, BC 39	Chartered Professional Accountant at Malaspina Consultants Inc., and currently CFO of a number of resource based companies listed on the TSX Venture Exchange.	Chief Financial Officer	January 31, 2019	Nil	Nil	Nil

Robert McMorran[2] Vancouver, BC 66	Director of the Corporation; President of Malaspina Consultants Inc.; and currently CFO and/or director of a number of resource based companies listed on the TSX Venture Exchange including Hello Pal International Ltd. and Santacruz Silver Mining Ltd.,	Director	January 31, 2019	100,000 Common Shares	0.4%	0.4%
Greg Smith[2] West Vancouver, BC 52	President & owner of Broadway Refrigeration and AC Co.; Senior Portfolio Manager for Phillips, Hager & North & VP of Investment Banking for CIBC World Markets; director of a number of companies listed on the TSX Venture Exchange including Lite Access Technologies Inc., Immunoprecise Antibodies Ltd., Ironwood Capital Corp., and Atlas Engineered Products Ltd.	Director	January 31, 2019	900,000 Common Shares	3.5%	3.9%
Total Securities				**2,000,000**		

Note:

(1) On an undiluted basis.
(2) Member of the Audit Committee.

Term of Office

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Management – Directors and Officers of the Company

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

Robin Gamley (44) – President, CEO and Director

Mr. Gamley graduated in 1998 with a Bachelor of Science from the University of British Columbia. Mr. Gamley's early career was as a senior manager in the restaurant and entertainment business. Since 2010, Mr. Gamley has been an investor relations consultant for TSXV companies through his position as Vice-President of Contact Financial Corp. Since March 2011, Mr. Gamley has been a director of Avanti Energy Inc. (TSXV:AVN).

Mr. Gamley will be responsible for the overall management of the Company. Mr. Gamley will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. Gamley has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Gamley is an independent contractor of the Company.

Natasha Tsai (39) – CFO

Natasha Tsai is a Chartered Professional Accountant with Malaspina Consultants Inc. Prior thereto, she was a senior accountant with Grant Thornton LLP. She has acted as CFO and/or controller of a number of listed companies and has corporate finance and listed company experience in a number of sectors. Currently, Ms. Tsai serves as Chief Financial Officer of Hello Pal International Inc. (CSE: HP), Zinc One Resources Inc. (TSXV: Z) and Broome Capital Inc. (TSXV: BCP). She has a Bachelor of Commerce degree. Ms. Tsai will manage the Company's financial affairs and oversee its financial controls, and financial reporting, in addition to performing functions typically associated with a Chief Financial Officer.

Ms. Tsai will be responsible for the accounting activities of the Company. Ms. Tsai will devote approximately 10% of her time to the Company or such greater amount of time as is necessary. Ms. Tsai has not entered into a non-competition or non-disclosure agreement with the Company. Ms. Tsai is an independent contractor of the Company.

Robert McMorran (66) – Director

Mr. McMorran obtained his Chartered Accountants designation in 1981. Mr. McMorran founded and has been the President of Malaspina Consultants Inc. since July 1997, a private company providing accounting and administrative services to junior public companies since 1997. Mr. McMorran has held board and senior management positions with a number of public companies since 1991 and is a director and or CFO a number of junior resource companies, including Hello Pal International Inc. (CSE: HP)and Santacruz Silver Mining Ltd. (TSXV: SCZ).

Mr. McMorran will serve as a member of the audit committee. Mr. McMorran will devote approximately 20% of his time to the Company or such greater amount of time as is necessary. Mr. McMorran has not entered into a non-competition or non-disclosure agreement with the Company. Mr. McMorran is an independent contractor of the Company.

Greg Smith (52) – Director

Greg Smith held senior positions in investment banking before recently transitioning to private equity with the acquisition of one of the largest HVAC companies in Western Canada. Mr. Smith also held the position of Portfolio Manager for Phillips, Hager & North & Executive Director, Canadian Securitization Group, CIBC World Markets in Toronto for close to ten years. Mr. Smith, currently serves as President & Director of Broadway Refrigeration & Air Conditioning Co. Ltd. and Omega Mechanical Ltd. who collectively have over 150 employees. Mr. Smith earned an MBA from Dalhousie University and is a Chartered Financial Analyst and has served in advisory positions to multiple private and public ventures. He is currently serving as Chairman and director of Lite Access Technologies Inc. (TSXV: LTE), a director of ImmunoPrecise Antibodies Ltd. (TSXV: IPA), a director of Atlas Engineered Products Ltd. (TSXV: AEP) and Ironwood Capital Corp. (TSXV: IRN).

Mr. Smith will serve as a member of the audit committee. Mr. Smith will devote approximately 15% of his time to the Company or such greater amount of time as is necessary. Mr. Smith has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Smith is an independent contractor of the Company and does not receive any fees from the Company as a result of being an independent contractor.

Conflicts of Interest

All of our directors and officers act as directors and/or officers of other mineral exploration companies. As such, our directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, our directors and officers may prioritize the business affairs of another company over the affairs of the Company.

The information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself.

Cease Trade Orders

Except as disclosed below, to the knowledge of management of the Company no director or executive officer of the Company, is or has been, within the ten years preceding the date of this prospectus, a director, chief executive officer, chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

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

For the purposes of this prospectus, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Hunter Bay Minerals plc

On May 31, 2015, Hunter Bay Minerals plc was cease traded by the British Columbia Securities Commission for its failure to file its audited financial statements and annual management discussion and analysis for the fiscal year ended 2014. At the time of its failure to file, Ms. Tsai was Chief Financial Officer of Hunter Bay Minerals plc.

Bankruptcies

Except as disclosed below, to the knowledge of management of the Company no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this prospectus:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Merit Mining Corp.

On December 3, 2008, Merit Mining Corp., a company from which Robert McMorran had resigned his office, but of which he had within the prior 12 months been Chief Financial Officer, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. On April 14, 2009, unsecured creditors approved such proposal and on May 6, 2009, the Supreme Court of British Columbia made an Order approving the same.

Penalties or Sanctions

To the knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

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

(b) 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 knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the ten years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's executive compensation program during the period from incorporation April 30, 2019, was administered by the Company's Board of Directors. The Board of Directors was solely responsible for determining the compensation to be paid to the Company's executive officers and evaluating their performance. The Board of Directors has not adopted any specific policies or objective for determining the amount or extent of compensation for directors or officers.

<u>Significant Elements</u>

The significant elements of compensation for the Company's "Named Executive Officers", being the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers whose total compensation exceeds $150,000. The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Cash Salary

The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

In particular the Chief Executive Officer's compensation will be determined by time spent on: (i) the Company's current mineral property; (ii) reviewing potential mineral properties that the Company may acquire and negotiating, on behalf of the Company; and (iii) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing the Company's financial statements.

Stock Options

The Company's Stock Option Plan is intended to emphasize management's commitment to the growth of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Stock Option Plan. In granting stock options, the Board of Directors reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment, and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Company's Stock Option Plan.

As of the date hereof, the Company has not granted any options to its directors and officers. See "Options to Purchase Securities" above.

Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Company's Named Executive Officers during the period from August 3, 2018 to April 30, 2019.

Name and Principal Position	Year	Salary ($)	Share Based Awards ($)	Option Based Awards ($)	Non Equity Incentive Plan Compensation ($) Annual Incentive Plans	Non Equity Incentive Plan Compensation ($) Long Term Incentive Plans ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Robin Gamley Chief Executive Officer	2019	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Natasha Tsai Chief Financial Officer	2019	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Incentive Plan Awards

The following table sets forth all outstanding share based and option based awards to the Named Executive Officers as at the fiscal year ended April 30, 2019.

	Option Based Awards				Share Based Awards	
Name	Number of Securities underlying unexercised options (#)	Option exercise price ($)	Option Expiration Date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Robin Gamley President, Chief Executive Officer	-	-	-	-	-	-
Natasha Tsai Chief Financial Officer & Secretary	-	-	-	-	-	-

As of the date of this prospectus, the Company has not granted any share based or option based awards to the Named Executive Officers.

Director Compensation

The following table sets forth the compensation paid to the Company's Directors for the fiscal year ended April 30, 2019.

Name	Fees Earned ($)	Share-based awards ($)	Option-based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Greg Smith	-	-	-	-	-	-	-
Robert McMorran	-	-	-	-	-	-	-

Compensation arrangements for Directors is determined by the Board on a case by case basis and negotiated between the Board and the Director to be compensated.

Termination and Change of Control Benefits

There are no management or consulting agreements with any directors or officers of the Company that provide for payments to an officer or director, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in a director's or officer's responsibilities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this prospectus, nor has there been since incorporation on August 3, 2018, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board of Directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

On March 15, 2019, the Board of Directors adopted a charter delineating the Audit Committee's responsibilities. The Audit Committee Charter is attached to this prospectus as Schedule "A".

Composition of Audit Committee

The following persons are members of the Company's audit committee:

Robin Gamley	Not Independent	Financially Literate
Greg Smith	Independent	Financially Literate
Robert McMorran	Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Robin Gamley: Mr. Gamley has been an investor relations consultant for TSX-V companies since 2010 through his position as Vice President of Contact Financial. Accordingly, Mr. Gamley has the ability to understand financial statements relating to junior mineral resource companies.

Greg Smith: Mr. Smith is a seasoned capital markets veteran who held senior positions in investment banking before transitioning to private equity, earned an MBA from Dalhousie University and is a Chartered Financial Analyst and has served in advisory positions to multiple private and public ventures. Accordingly, Mr. Smith has the ability to understand financial statements relating to junior mineral resource companies.

Robert McMorran: Mr. McMorran has over 38 years of experience as a chartered professional accountant and has acted as Chief Financial Officer for multiple publicly listed companies. Accordingly, Mr. McMorran has the ability to understand financial statements relating to junior mineral resource companies.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

(a) the exemption in section 2.4 of National Instrument 52-110 (*De Minimis Non-audit Services*);
(b) the exemption in subsection 6.1.1(4) of National Instrument 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
(c) the exemption in subsection 6.1.1(5) of National Instrument 52-110 (*Events Outside Control of Member*);
(d) the exemption in subsection 6.1.1(6) of National Instrument 52-110 (*Death, Incapacity or Resignation*); or
(e) an exemption from National Instrument 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company's Audit Committee Charter states that Audit Committee must pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

External Auditor Fees

The aggregate fees billed to the Company for the services provided by the external auditor for the fiscal period ended April 30, 2019 are as follows:

	Period from Inception to April 30, 2019
Audit Fees	$-
Audit-Related Fees	-
Tax Fees	-
All Other Fees	-
Total	$-

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

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

The Company's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of three members. The rules of the Exchange do not have independent director requirements. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. Robert McMorran and Greg Smith are independent directors of the Company, as they have no ongoing interest or relationship with the Company other than serving as directors. Rob Gamley is not an independent director because of his position as Chief Executive Officer and President of the Company.

Directorships

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

Name of Director	**Name of Reporting Issuer**	**Exchange**		
Robin Gamley	Avanti Energy Inc.	TSX-V	Director	03/11 - Present
Robert McMorran	Hello Pal International Inc.	CSE	Director	09/12 – Present
	Farstarcap Investment Corp.	TSX-V	CFO and Director	09/17 – Present
	Owl Capital Corp.	TSX-V	CFO and Director	09/17 – Present

	Santacruz Silver Mining Ltd.	TSX-V	CFO	04/12 Present	–
Greg Smith	ImmunoPrecise Antibodies Ltd.	TSX-V	Director	08/16 Present	–
	Lite Access Technologies Inc.	TSX-V	Director	05/15 Present	–
	Atlas Engineered Products Ltd.	TSX-V	Director	11/17 Present	–
	Ironwood Capital Corp.	TSX-V	Director	04/18 Present	-

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the Directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the BCA.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors reviews the compensation of its directors and executive officers annually. The Directors will determine compensation of directors and executive officers taking into account the Company's business ventures and the Company's financial position. See "Executive Compensation".

Other Board Committees

The Company has established an Audit Committee. There are no other committees of the Board of Directors.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

PLAN OF DISTRIBUTION

Under the Agency Agreement, the Company has appointed the Agent on a commercially reasonable efforts basis to offer for sale 6,000,000 Common Shares of the Company at a price of $0.10 per Common Share for total gross proceeds of $600,000. The issue price of $0.10 per Common Share was determined by negotiation between the Company and the Agent.

The completion of the Offering is subject to a minimum subscription of Common Shares for total gross proceeds of $600,000. The Offering will not be completed and no subscription funds will be advanced to the Company unless and until the minimum subscription of $600,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

The Company has agreed not to, directly or indirectly, issue, sell or grant or agree to announce any intention to issue, sell or grant, any additional equity or quasi-equity securities for a period of 90 days after the Closing of the Offering without the prior written consent of the Agent, such consent not to be unreasonably withheld, except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the share incentive plan of the Company and other share compensation arrangements; (ii) obligations in respect of existing mineral property agreements; and (iii) the issuance of securities in connection with property or share acquisitions in the normal course of business.

Subscriptions for Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Closing of the offering will occur on a date agreed upon by the Company and the Agent, but not later than the date that is 90 days after a receipt is issued for the final prospectus or if a receipt has been issued for an amendment to the final prospectus, within 90 days of issuance of such receipt and in any event not later than 180 days from the date of receipt of the final prospectus. It is expected that share certificates evidencing the Common Shares will be available for delivery on the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

There is currently no market through which any of the securities of the Company, including the Common Shares, may be sold and purchasers and holders thereof may not be able to resell or dispose of any of the securities purchased, distributed or qualified under this prospectus.

The Company has agreed to indemnify the Agent and its respective directors, officers, employees, shareholders and agents against all liabilities arising directly or indirectly from the Agency Agreement. Notwithstanding the above, the indemnity does not include claims arising from negligence, dishonesty, or wilful misconduct of the Agent.

The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion on the basis of its assessment of the state of financial markets and may also be terminated upon the occurrence of certain stated events. The Agent is not obligated to purchase any of the Common Shares under the Offering but may choose to do so in its sole discretion.

Agent's Commission

The Company has agreed to pay to the Agent the Agent's Commission equal to 7% of the aggregate gross proceeds of the Offering in consideration for its services in connection with the Offering. Such fee, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. The Company has also agreed to pay to the Agent a Corporate Finance Fee of $25,000 plus applicable taxes upon Closing of the Offering.

As additional compensation, on the Closing, the Company has agreed to grant to the Agent the Agent's Option exercisable to acquire that number of Common Shares that is equal to 7% of the number of Common Shares sold pursuant to this Offering at the price of

$0.10 per Common Share for a period twenty-four (24) months from the Closing. The Agent's Option will be qualified under this prospectus.

Listing of Common Shares on the Exchange

The Company has applied to list its Common Shares on the Exchange. Listing of the Common Shares is subject to the Company fulfilling all of the listing requirements of the Exchange.

As of the date of this prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, 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).

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline and investors may lose all or part of their investment.

How risk is related to return

Generally, there is a strong relationship between the amount of risk associated with a particular investment, and that investment's long-term potential to increase in value.

Investments that have a lower risk also tend to have lower returns because factors that can affect the value of the investment, the risks, are well known or are well controlled and have already been worked into the price of the investment. On the other hand, investments that could have potentially higher returns if conditions for success are favourable also risk generating equally higher losses if conditions become unfavourable. This is because the factors affecting the value of such investments are unknown or difficult to control.

Exploration and Development

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for precious metals is highly speculative in nature.

The Company does not have an interest in any mineral property that presently contains any commercial ore. The Company's proposed exploration programs for the Pass Property are exploratory searches for mineralized zones, resources and, if successful, ore reserves. Should any ore reserves exist, substantial expenditures will be required to confirm ore reserves which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on a property in which the Company has an interest there can be no assurance that the mineral resource on any such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. Furthermore, there is no assurance that any estimated mineral resources are accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals on the Pass Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of gold may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Company to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Company's financial condition and results of operations.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations.

There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property in which the Company has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long term viability of the Company and its operations.

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs. There may be other factors that result in delays to the Company's exploration programs, including adverse weather.

Potential Profitability Depends Upon Factors Beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Company issues Common Shares from its treasury for financing purposes, control of the Company may change and purchasers may suffer additional dilution.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Company will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after listing on the Exchange. The offering price determined by the Company was based upon several factors, and may bear no relationship to the price that will prevail in the public market. The holding of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Negative Cash Flow from Operating Activities

The Company has no history of earnings and had negative cash flow from operating activities since inception. The Pass Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Pass Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Pass Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

Current Market Volatility

The securities markets in the United States and Canada have recently 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 market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company. The value of the Common Shares distributed hereunder will be affected by such volatility.

No Production History

The Pass Property is not a producing property and its ultimate success will depend on its operating ability to generate cash flow from producing properties in the future. The Company has not generated any revenue to date and there is no assurance that it will do so in the future.

The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Company proposes to undertake.

Limited Operating History

The Company has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Company has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Company will be able to raise the required funds to continue these activities.

Exploration, Mining and Operational Risks

The business of exploring for and mining minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. At present, the Pass Property does not have any known mineral resources or reserves and the proposed exploration and drilling programs are an exploratory search for such mineral resources or reserves.

The Company's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

In the event the Company is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the mineral deposit, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Mining Claims

The Company's prospecting activities are dependent upon the grant of appropriate mineral tenures and regulatory comments which may be withdrawn or made subject to limitations. Mineral claims are renewable subject to certain expenditure requirements. Although the Company believes that it will obtain the necessary prospecting licenses and permits, including but not limited to drill permits, there can be no assurance that they will be granted or as to the terms of any such grant. Furthermore, the Company is required to expend required amounts on the mineral claims of the Pass Property in order to maintain them in good standing. If the Company is unable to expend these amounts, the Company may lose its title thereto on the expiry date(s) of the relevant mineral claims on the Pass Property. There is no assurance that, in the event of losing its title to a mineral claim, the Company will be able to register the mineral claim in its name without a third party registering its interest first.

Land Claims

Aboriginal 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 Aboriginal title to lands outside of a reserve. The Company is not aware of any Aboriginal land claims having been asserted or any legal actions relating to first nation issues having been instituted with respect to any of the land which is covered by the Pass Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In the event that aboriginal title is asserted and proved on the Pass Property, provincial and federal laws will continue to be valid provided that any infringements of aboriginal title, including mining and exploration are either consented to by Aboriginal groups or are justified. In addition, no assurance can be given that a broad recognition of aboriginal rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Assurance of Title

The Company has taken all reasonable steps to attempt to ensure that proper title to the Pass Property has been obtained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. Despite the due diligence conducted by the Company, there is no guarantee that title to such Pass Property will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects.

Possible Loss of Interests in Pass Property

The Pass Property Option Agreement pursuant to which the Company acquired its interest in the Pass Property requires the Company to make a series of payments in cash and Common Shares over certain time periods and expend certain minimum amounts on the exploration of the Pass Property. If the Company fails to make such payments or expenditures within the prescribed time periods, the Company may lose its interest in the Pass Property.

Possible Failure to Obtain Mining Licenses

Even if the Company does complete the required exploration activities on the Pass Property, it may not be able to obtain the necessary licences or permits to conduct mining operations, and thus would realize no benefit from such exploration activities.

Competition

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

Conflicts of Interest

All of the Company's Directors and officers act as directors and/or officers of other mineral exploration companies. As such, the Company's Directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, the Company's Directors and officers may prioritize the business affairs of another Company over the affairs of the Company.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Additionally, the Company will be required to secure other personnel to facilitate its exploration program on the Pass Property. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Company.

Dependence on Outside Parties

Substantial expenditures are required to establish commercial production on the Pass Property. The Company will rely on outside consultants, engineers and others for their development, construction and operating expertise. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Acquisition of Additional Mineral Properties

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

Volatility of Commodity Prices

The market prices of commodities, including gold and silver, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Sustained downward movements in commodity prices, including copper or gold, could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

Environmental Risks and Other Regulatory Requirements

Inherent with mining operations is an environmental risk. The current or future operations of the Company, including exploration and development activities and commencement of production on the Pass Property, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Company.

The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within the Province of British Columbia.

Uninsured Risks

The Company, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Company is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Company also currently has no keyman insurance or property insurance as such insurance is uneconomical at this time. The Company will obtain such insurance once it is available and, in the opinion of the Directors, economical to do so. The Company may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

The Company is not insured against most environmental risks. Insurance against environmental risks has not been generally available to companies within the mining and exploration industry. Without such insurance, and if the Company does become subject to environmental liabilities, the costs of such liabilities would reduce or eliminate the Company's available funds or could result in bankruptcy. Should the Company be unable to fully fund the remedial costs of an environmental problem, it may be required to enter into interim compliance measures pending completion of the required remedy.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Pass Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Tax Issues

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

Additional Requirements for Capital

Substantial additional financing will be required if the Company is to be successful in pursuing its ultimate strategy. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in the Pass Property, incur financial penalties, or reduce or terminate its operations.

Smaller Companies

The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may go down as well as up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.

Illiquidity

The Common Shares are not listed on a stock exchange. Investors should be aware that there may never be a market for the Common Shares and an investor may never realize a return on their investment. The Common Shares, therefore, may not be suitable as a short-term investment.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

PROMOTERS

Robin Gamley, the Company's President, Chief Executive Officer and Director, took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Gamley owns, directly and indirectly, 1,000,000 Common Shares and 1,000,000 Warrants of the Company, which is 5.0% of the Common Shares outstanding prior to giving effect to the Offering. See "Principal Shareholders", "Directors and Executive Officers" and "Executive Compensation".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, that were or are material to the Company, and there are no such material legal proceedings that the Company knows to be contemplated.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since inception on.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Directors or executive officers of the Company, and no associate or affiliate of the foregoing persons, has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

RELATIONSHIP BETWEEN COMPANY AND AGENT

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

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of the Company are Baker Tilly WM LLP, located at 900 – 400 Burrard Street, Vancouver, BC V6C 3B7.

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

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts which have been entered into by the Company as of the date hereof or which will be entered into prior to the Company listing on the Exchange and which are regarded presently as material are:

1. Pass Property Option Agreement dated August 8th, 2017 between Madjak and the Optionor. See "Business of the Company".
2. Pass Assignment Agreement dated September 30, 2018 between Madjak and the Company. See "Business of the Company".
3. Stock Option Plan adopted March 15, 2019. See "Options to Purchase Securities".
4. Escrow Agreement dated June 12, 2019 among the Company, Transfer Agent, Robin Gamley, Robert McMorran and Greg Smith. See "Escrowed Securities".
5. Agency Agreement dated ♦, 2019 between the Company and Leede Jones Gable Inc. See "Plan of Distribution".

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this prospectus as having prepared or certified a report, valuation, statement or opinion in this prospectus:

(a) Greg R. Bronson, P.Geo., is an independent consulting geologist and is a "qualified person" as defined in NI 43-101, and is the author responsible for the preparation of the Technical Report on the Pass Property.

(b) The audited financial statements included in this prospectus have been subject to audit by Baker Tilly WM LLP, and their audit report is included herein. Baker Tilly WM LLP, is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

(c) The opinion under the section "Eligibility for Investment" in the prospectus has been provided by Koffman Kalef LLP.

In addition, certain legal matters relating to this Prospectus will be passed upon on behalf of the Company by Northwest Law Group.

None of the foregoing persons or companies have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person or company prepared the report, valuation, statement or opinion aforementioned or thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, tax counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "Tax Act") in force as of the date hereof and all proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares issued pursuant to the Offering, if issued on the date hereof, will be qualified investments for a trust governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a registered education savings plan ("RESP"), a deferred profit sharing plan, a registered disability savings plan ("RDSP") and a tax-free savings account ("TFSA") as each of those terms is defined in the Tax Act (collectively, the "Plans"), provided that, on the date hereof, the Common Shares are unconditionally listed on a "designated stock exchange" within the meaning of Tax Act, which includes the Exchange, or the Company is a "public corporation" as defined in the Tax Act.

The Common Shares are not currently listed on a "designated stock exchange" and the Company is not currently a "public corporation", as those terms are defined in the Tax Act. The Company has applied to list the Common Shares on the Exchange prior to the Closing of the Offering in order to have the Common Shares unconditionally listed prior to the issuance of the Common Shares on Closing. The Company must rely on the Exchange to unconditionally list the Common Shares on the Exchange prior to the issuance of the Common Shares on Closing, and to otherwise proceed in such manner as may be required to result in the Common Shares being a qualified investment at the time of their issuance on Closing. If the Common Shares are not unconditionally listed on the Exchange at the time of their issuance on Closing and the Company is not a "public corporation" for the purposes of the Tax Act on Closing, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that the Common Shares may be a qualified investment for a RRSP, RRIF, TFSA, RDSP, or RESP (each a "Registered Plan"), the annuitant of an RRSP or RRIF, the subscriber under an RESP or the holder of a TFSA or RDSP, as the case may be, (the "Controlling Individual") will be subject to a penalty tax in respect of the Common Shares held in the Registered Plan if the Common Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Common Shares will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Company for purposes of the Tax Act, or (ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Company. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Company in a taxation year provided that the Controlling Individual, together with persons with whom the Controlling Individual does not deal at arm's length, does not own, directly or indirectly at that time, 10% or more of the issued Shares of any class of the Company or of any corporation related to the Company (for purposes of the Tax Act). 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. Purchasers of Common Shares should consult their own advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain provinces in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. 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 purchaser, provided that the remedies for rescission are exercised by the purchaser within the time limit prescribed by securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period from incorporation to April 30, 2019 are included in this prospectus.

SENTINEL RESOURCES CORP.

FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCEPTION ON AUGUST 3, 2018 TO APRIL 30, 2019
(Expressed in Canadian Dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Sentinel Resources Corp.:

Opinion

We have audited the financial statements of Sentinel Resources Corp. (the "Company"), which comprise the statement of financial position as at April 30, 2019, and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from inception on August 3, 2018 to April 30, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2019, and its financial performance and its cash flows for the period from inception on August 3, 2018 to April 30, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits 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 audits 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which describes conditions indicating 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.

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

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

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 Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes

Baker Tilly WM LLP is a member of Baker Tilly Canada Cooperative, which is a member of the global network of Baker Tilly International Limited. All members of Baker Tilly Canada Cooperative and Baker Tilly International Limited are separate and independent legal entities.

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 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.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.

June 30, 2019

SENTINEL RESOURCES CORP.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	April 30, 2019 $
ASSETS		
Current assets		
Cash		78,099
Prepaid expenses		28,125
		106,224
Exploration and evaluation assets	**4**	200,000
Total assets		306,224
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities		31,636
SHAREHOLDERS' EQUITY		
Share capital	**5**	310,010
Deficit		(35,422)
		274,588
Total liabilities and shareholders' equity		306,224

Nature of operations and going concern (Note 1)

Approved and authorized on behalf of the Board of Directors on June 30, 2019

"Robin Gamley" Director   "Robert McMorran" Director

The accompanying notes are an integral part of these financial statements

SENTINEL RESOURCES CORP.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
For the period from inception on August 3, 2018 to April 30, 2019
(Expressed in Canadian Dollars)

	For the period from August 3, 2018 (date of incorporation) to April 30, 2019 $
EXPENSES	
Office expenses	385
Professional fees	35,037
	(35,422)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(35,422)
NET LOSS PER SHARE – BASIC AND DILUTED	(0.003)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	10,492,693

The accompanying notes are an integral part of these financial statements

SENTINEL RESOURCES CORP.

STATEMENT OF CHANGES IN EQUITY

(Expressed in Canadian dollars, except for share figures)

	Number of Shares #	Share Capital $	Deficit $	Total $
Balance, Inception on August 3, 2018	-	-	-	-
Shares issued for cash	15,000,100	210,010	-	210,010
Shares issued for acquisition of exploration and evaluation assets	5,000,000	100,000	-	100,000
Net and comprehensive loss for the period	-	-	(35,422)	(35,422)
Balance, April 30, 2019	20,000,100	310,010	(35,422)	274,588

The accompanying notes are an integral part of these financial statements

SENTINEL RESOURCES CORP.
STATEMENT OF CASH FLOWS
For the period from inception on August 3, 2018 to April 30, 2019
(Expressed in Canadian Dollars)

	For the period from August 3, 2018 (date of incorporation) to April 30, 2019
	$
Operating activities:	
Net loss for the period	(35,422)
Changes in non-cash working capital related to operations:	
Accounts payable and accrued liabilities	14,197
Net cash used in operating activities	(21,225)
Investing activity:	
Exploration and evaluation assets acquisition cost	(100,000)
Net cash used in investing activity	(100,000)
Financing activity:	
Shares issued for cash	210,010
Prepaid expenses for initial public offering	(28,125)
Prospectus fees included in accounts payable and accrued liabilities	17,439
Net cash provided by financing activity	199,324
Increase in cash during the period	78,099
Cash – beginning of the period	-
Cash – end of the period	78,099

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Sentinel Resources Corp. ("the Company" or "Sentinel") was incorporated under the Business Corporations Act of British Columbia on August 3, 2018. The Company is engaged in the exploration and development of mineral properties in Canada. The Company's head office is located at 810-609 Granville Street, Vancouver, BC V7Y 1G5.

These financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At April 30, 2019, the Company had accumulated losses of $35,422 since its inception and expects to incur further losses in the development of its business. The continuation of the Company is dependent upon obtaining necessary financing to meet its ongoing operational levels of exploration and corporate overhead. These factors indicate material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to discharge its liabilities in the normal course of business.

Additional funds will be required to enable the Company to continue its operations and there can be no assurance that financing will be available on terms which are acceptable to the Company. These financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern.

Subsequent to April 30, 2019, the Company filed a preliminary prospectus to effect an Initial Public Offering ("IPO") of the Company's shares on the Canadian Securities Exchange. The Company expects the IPO to complete prior to July 31, 2019. The IPO is expected to be for up to 6,000,000 shares at a price of $0.10 per share for proceeds of $600,000. The proceeds of the IPO will be used to fund the Company's planned exploration activities.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been presented in accordance with International Financial Reporting Standards ("IFRS") and related IFRS Interpretations Committee ("IFRIC's") as issued by the International Accounting Standards Board ("IASB").

These financial statements were approved by the board of directors for issue on June 30, 2019.

b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements are prepared using the accrual basis of accounting, aside from cash flow information.

c) Foreign currencies

These financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

d) Financial instruments

Recognition and classification
The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of financial asset debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement
<u>Financial assets and liabilities at FVTPL</u>
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive income (loss).

<u>Financial assets at FVTOCI</u>
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets, is recognized in profit or loss.

e) Exploration and evaluation assets

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of exploration and evaluation assets are capitalized by property. These direct expenditures include such costs as materials used, surveying, drilling, and payments made to contractors during the exploration phase. Costs not directly attributed to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

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

f) Impairment of long-lived assets

At each reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year. Impairment is normally assessed at the level of cash-generating units, which are identified as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Provision for decommissioning and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of mineral properties in the year in which it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount can be made. Initially, a provision for a decommissioning liability is recognized based on expected cash flows required to settle the obligation and discounted at a pre-tax rate specific to the liability. The capitalized amount is depreciated on the same basis as the related asset. Following the initial recognition of the decommissioning liability, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. The increase in the provision due to passage of time is recognized as interest expense. Significant judgments and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows. As at April 30, 2019, the Company has no known material restoration, rehabilitation or environmental liabilities related to its exploration and evaluation assets.

h) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. The Company's common shares and warrants are classified as equity instruments.

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations.

Equity financing transactions may involve the issuance of units. Units comprise common shares and share purchase warrants. The Company accounts for unit offering proceeds between common shares and share purchase warrants using the residual value method, wherein the fair value of the common shares is based on the value ascribed to the placement and the balance, if any, is allocated to the attached warrants.

i) Loss per share

Basic loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive. Contingently releasable escrow common shares are excluded from the calculation of weighted average number of common shares outstanding.

j) Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

k) Income tax

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company does not provide for temporary differences relating to differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

l) Critical judgments and estimates

Management makes judgments in determining the share price attributed to issuances of shares for mineral properties. Management considers market conditions, recent or pending private placements of the Company, and or contracted terms of the issuance. Should management's judgment as to an appropriate share price be incorrect, the value attributed to properties could be materially different.

3. RECENT ACCOUNTING PRONOUNCEMENTS

New standards and interpretations not yet adopted

IFRS 16, Leases ("IFRS 16"), is a new standard that sets out the principles for the recognition, measurement and disclosure of leases. This new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessors, IFRS 16 carries forward the lessor accounting requirements in IAS 17, with enhanced disclosure requirements that will provide information to the users of financial statements about a lessor's risk exposure, particularly to residual value risk. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, although earlier application is permitted for entities that apply IFRS 15. Management has assessed the impact of this standard, once adopted, to not be significant.

4. EXPLORATION AND EVALUATION ASSETS

On September 30, 2018, the Company entered into an assignment agreement (the "Assignment Agreement") with Madjak Management Ltd. ("Madjak") to acquire a 100% interest in the North Pass and Anjuli Rose Claims as well as an option (the "Option Agreement") to acquire a 100% interest in the Pass Claim (collectively the "Pass Property"). The Pass Property is located in the Nelson Mining Division in the Province of British Columbia.

Under the terms of the Assignment Agreement, the Company has paid $100,000 and has issued 5,000,000 units (at fair value of $100,000) of the Company. Each unit consists of one common share of the Company and one share purchase warrant, with each warrant entitling the holder to purchase an additional share of the Company at a price of $0.10 per share for a period of three years from the date of issue. In addition, the Company is required to pay $100,000 within five days of listing on a Canadian stock exchange.

As a result of closing the Assignment Agreement, the Company has assumed all of Madjak's rights and obligations under the Option Agreement. In order to exercise the option, the Company is required to:

(Expressed in Canadian Dollars)

(a) pay the Optionor $5,000 and issue 50,000 common shares upon acceptance by the Canadian Securities Exchange (the "Exchange") of the Pass Claim being acquired or optioned, in full or in part, by the Company;

(b) pay the Optionor $15,000 and issue 50,000 common shares, no later than three months after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company;

(c) pay the Optionor $15,000, no later than one year after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company; and

(d) pay the Optionor $35,000, no later than two years after the date of the Exchange acceptance of the Pass Claim being acquired or optioned, in full or in part by the Company.

The Optionor will also retain a 2% net smelter return royalty (the "Royalty"). The Company may purchase 1% of the Royalty by paying the Optionor a total of $500,000.

Below is a summary of the changes in the exploration and evaluation assets during the period from inception on August 3, 2018 to April 30, 2019:

Pass Property	**$**
Balance, August 3, 2018	**-**
Acquisition costs – cash	100,000
Acquisition costs – shares issued	100,000
Balance, April 30, 2019	**200,000**

5. SHARE CAPITAL

a) Authorized – Unlimited common shares without par value.

b) Issued and outstanding – 20,000,100 common shares

c) Financings

On August 3, 2018, the Company issued 100 common shares at $0.10 per share for gross proceeds of $10.

On September 30, 2018, the Company issued a total of 6,000,000 units at a price of $0.005 per unit for gross proceeds of $30,000. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.10 per share for a period of three years from the date of issue. The Company assigned $nil to the warrants.

(Expressed in Canadian Dollars)

On October 31, 2018, the Company issued 5,000,000 units at a fair value of $100,000 for the acquisition of the Pass Property. Each unit consists of one common share of the Company and one share purchase warrant, with each warrant entitling the holder to purchase an additional share of the Company at a price of $0.10 per share for a period of three years from the date of issue. The Company assigned $nil to the warrants. Refer to Note 4.

On December 31, 2018, the Company issued 9,000,000 units at a price of $0.02 per unit for gross proceeds of $180,000. Each unit consists of one common share and one share purchase warrant with each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.10 per share for a period of three years from the date of issue. The Company assigned $nil to the warrants.

d) Escrowed shares

As at April 30, 2019, 2,000,000 common shares are held in escrow to be released pro-rata to the shareholders as to 10% on the listing date with the remaining escrow shares being released in six equal tranches of 15% every six months for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

e) Warrants

Details of warrants activity for the period from inception on August 3, 2018 to April 30, 2019:

	Number of Warrants #	Weighted Average Exercise Price $
Balance, August 3, 2018	-	-
Issued	20,000,000	0.10
Balance, April 30, 2019	20,000,000	0.10

The balance of warrants outstanding as at April 30, 2019 is as follows:

Expiry Date	Exercise Price $	Remaining Life (Years)	Warrants Outstanding #
September 30, 2021	0.10	2.42	6,000,000
October 31, 2021	0.10	2.50	5,000,000
December 31, 2021	0.10	2.67	9,000,000
		2.55	20,000,000

f) Stock Options

On March 15, 2019, the Company adopted a stock option plan (the "Stock Option Plan"), which provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's common shares issued and outstanding at the time such options are granted. Options may be granted under the Stock Option Plan to the directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The Stock Option Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director, officer, employee or consultant, or 1% of the issued common shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. The Company did not issue any options, or have any options outstanding, as at or during the period ended April 30, 2019.

6. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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 its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements imposed by a regulator.

7. FINANCIAL INSTRUMENTS

For financial instruments held by the Company, management classifies cash as FVTPL, and accounts payable and accrued liabilities as amortized cost.

a) Fair value of financial instruments

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

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

As at April 30, 2019, the Company believes that the carrying values of accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations. The fair value of cash is based on level 1 inputs of the fair value hierarchy.

b) Management of risks arising from financial instruments

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit risk
Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a reputable Canadian bank. The credit risk related to cash is considered minimal.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because the Company has no interest-bearing financial instruments.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

(Expressed in Canadian Dollars)

8. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	From incorporation to April 30, 2019
Statutory tax rate	**27%**
	$
Loss before income taxes	(35,422)
Expected income tax recovery at statutory rate	(9,564)
Change in deferred tax asset not recognized	9,564
Income tax recovery	-

The significant components of the Company's deferred income tax assets as at April 30, 2019 are as follows:

	2019
	$
Non-capital loss carry forward	9,564
Unrecognized deferred income tax assets	(9,564)
Net deferred tax asset	-

As at April 30, 2019, the Company has non-capital losses carried forward for income tax purposes of $35,422 which can be applied against future years' taxable income. These losses will expire in 2039. Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements.

9. RELATED PARTY TRANSACTIONS

The Company did not pay any key management compensation during the period ended April 30, 2019. Fees of $4,197 are included in accounts payable and accrued liabilities for accounting services due to a company that also employs a director and officer of the Company.

SCHEDULE "A" - AUDIT COMMITTEE CHARTER

I. MANDATE

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

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

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

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

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

II. STRUCTURE AND OPERATIONS

A. <u>Composition</u>

The Committee shall be comprised of three or more members.

B. <u>Qualifications</u>

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

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

C. <u>Appointment and Removal</u>

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

D. <u>Chair</u>

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

E. <u>Meetings</u>

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

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

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

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

III. DUTIES

A. <u>Introduction</u>

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

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

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

B. Powers and Responsibilities

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

Independence of Auditor

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

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

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

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

Performance & Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.

2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.

3. Recommend to the Board the compensation of the Auditor.

4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls & Operations of the Company

1. Establish procedures for:

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

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

Preparation of Financial Statements

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

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

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

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

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

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

   (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.

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

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

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

3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

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

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

3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.

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

5. Make regular reports to the Board.

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

7. Annually review the Committee's own performance.

8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.

9. Not delegate these responsibilities.

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

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

CERTIFICATE OF THE COMPANY

Dated: July 2, 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.

"Robin Gamley"	*"Natasha Tsai"*
Robin Gamley	Natasha Tsai
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Greg Smith"	*"Robert McMorran"*
Greg Smith	Robert McMorran
Director	Director

CERTIFICATE OF PROMOTER

Dated: July 2, 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.

"Robin Gamley"
Robin Gamley

CERTIFICATE OF THE AGENT

Dated: July 2, 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.

Leede Jones Gable Inc.

"Richard H. Carter"
Richard H. Carter
Senior Vice-President, General Counsel and
Corporate Secretary