

GOLDBLOCK CAPITAL INC.
INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED November 30, 2020
(UNAUDITED)

(EXPRESSED IN CANADIAN DOLLARS)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

GOLDBLOCK CAPITAL INC.
STATEMENTS OF FINANCIAL POSITION
(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	As at November 30, 2020	As at May 31, 2020 <i>(Audited)</i>
ASSETS		
Current		
Cash	\$ 330,616	\$ 424,208
Receivable	12,649	9,899
Accrued interest	1,529	5,387
	<u>344,794</u>	<u>439,494</u>
Exploration and evaluation asset (Note 4)	<u>227,467</u>	<u>152,227</u>
TOTAL ASSETS	<u><u>\$ 572,261</u></u>	<u><u>\$ 591,721</u></u>
LIABILITIES		
Trade payables	\$ 56,700	\$ 20,475
Accrued liabilities	1,500	12,000
	<u>58,200</u>	<u>32,475</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	700,000	700,000
Deficit	(185,939)	(140,754)
	<u>514,061</u>	<u>559,246</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u><u>\$ 572,261</u></u>	<u><u>\$ 591,721</u></u>

Going concern (Note 2)

Subsequent event (Note 8)

Approved by the Board of Directors:

“INSERT”

Director

“INSERT”

Director

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

GOLDBLOCK CAPITAL INC.**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS***(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)*

	Three months ended Nov 30, 2020	Three months ended Nov 30, 2019	Six months ended Nov 30, 2020	Six months ended Nov 30, 2019
EXPENSES				
Accounting		\$ -	\$ 1,500	\$ -
Bank fees	46	30	91	60
Filing fees	2,656	4,918	7,175	5,977
Management fees	18,000	-	36,000	-
Office	-	-	139	-
Professional fees	2,000	15,116	2,396	37,142
LOSS BEFORE OTHER ITEMS	\$ (22,702)	\$ (20,064)	\$ (47,301)	\$ (43,179)
OTHER ITEM				
Interest income	1,529	2,384	2,116	2,384
NET LOSS AND COMPREHENSIVE LOSS	\$ (21,173)	\$ (17,680)	\$ (45,185)	\$ (40,795)

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

GOLDBLOCK CAPITAL INC.
STATEMENT OF SHAREHOLDERS' EQUITY
(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	<u>Share Capital</u>			Subscriptions	Total
	Shares	Amount	Deficit	Receivable	Shareholders' Equity
BALANCE, AUGUST 31, 2019	12,000,000	700,000	(27,927)	(1,000)	671,073
Subscription received	-	-	-	1,000	1,000
Net loss for the period	-	-	(112,827)	-	(112,827)
BALANCE, MAY 31, 2020	12,000,000	700,000	(140,754)	-	559,246
Net loss for the period	-	-	(24,012)	-	(24,012)
BALANCE, AUGUST 31, 2020	12,000,000	\$ 700,000	\$ (164,766)	\$ -	\$ 535,234
Net loss for the period	-	-	(21,173)	-	(21,173)
BALANCE, NOVEMBER 30, 2020	12,000,000	\$ 700,000	\$ (185,939)	\$ -	\$ 514,061

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

GOLDBLOCK CAPITAL INC.
STATEMENTS OF CASH FLOWS

(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

	Three months ended November 30 2020	Three months ended November 30 2019	Six months ended November 30 2020	Six months ended November 30 2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	\$ (21,173)	\$ (17,680)	\$ (45,185)	\$ (40,795)
Change in non-cash working capital items:				
Receivable	(1,119)	(2,598)	(2,750)	(5,689)
Prepays	-	1,941	-	10,000
Accrued interest	1,529		3,858	
Trade payables and accrued liabilities		14,477	25,725	28,401
	<u>(20,763)</u>	<u>(3,860)</u>	<u>(18,352)</u>	<u>(8,083)</u>
CASH FLOWS FROM INVESTING ACTIVITY				
Exploration and evaluation asset	<u>(75,120)</u>	<u>(695)</u>	<u>(75,240)</u>	<u>(87,962)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Shares issued for cash	-		-	1,000
Subscriptions receivable				
	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,000</u>
CHANGE IN CASH	(95,883)	(4,555)	(93,592)	(95,045)
CASH BALANCE, BEGINNING OF THE PERIOD	<u>426,499</u>	<u>551,913</u>	<u>424,208</u>	<u>642,403</u>
CASH BALANCE, AT END OF THE PERIOD	<u><u>\$ 330,616</u></u>	<u><u>\$ 547,358</u></u>	<u><u>\$ 330,616</u></u>	<u><u>\$ 547,358</u></u>

Non-cash transactions:

There were no non-cash transactions during the six month periods ended November 30, 2019.

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

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2020

1. NATURE OF BUSINESS

Goldblock Capital Inc.(the “Company”) is a company domiciled in Canada. The Company was incorporated on January 29, 2018 under the laws of the Province of British Columbia. The address of the Company’s registered and head office is Suite 1510, 789 West Pender Street, Vancouver, B.C. V6C 1H2.

The Company’s principal business is the acquisition and exploration of mineral properties in British Columbia, Canada.

2. BASIS OF PREPARATION

Statement of compliance and going concern

These interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). Therefore, these interim financial statements comply with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”.

The Company’s continuing operations as intended are dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The Company will require additional financing to meet its projected minimum financial obligations for the next fiscal year. The Company is aware, in making its assessment, of material uncertainties which may cast significant doubt on the Company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These interim financial statements were approved by the Board of Directors and authorized for issue on January 26, 2021.

Basis of measurement

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

Functional and presentation currency

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

Use of estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Management has determined that estimates and assumptions where there is significant risk of material adjustments to the Company’s assets and liabilities in future accounting periods relate to the recoverability of the carrying value of its exploration and evaluation asset, the provision for restoration and environmental obligations and the fair value measurements for financial instruments.

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2020

2. BASIS OF PREPARATION (continued)

Significant judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgements apart from those involving estimates, in applying accounting policies. Management has determined that the only significant judgement applying to the financial statements for the year ended May 31, 2020 and the six month period ended November 30, 2020 are the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty and the classification/allocation of expenditures as exploration and evaluation expenditures or operating expenses.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

Income taxes

Income taxes are recognized for the estimated taxes payable for the current period, and deferred taxes are recognized for temporary differences between the tax and accounting bases of assets and liabilities, and for the benefit of losses available to be carried forward for tax purposes that are more likely than not to be realized. To the extent that the Company does not consider it more likely than not that a deferred tax asset will be recovered, it provides a valuation allowance against the excess. Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled.

Financial instruments

(i) Classification

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 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.

(ii) Measurement

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.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. 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 the

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

(ii) Measurement (continued)

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income ("OCI"). On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) 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 the statements of net (loss) income, 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.

(iv) De-recognition Financial assets

The Company de-recognizes 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.

Financial liabilities

The Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on de-recognition are generally recognized in profit or loss.

Exploration and evaluation expenditures

Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred.

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2020

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation expenditures (continued)

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset. Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest, these procedures do not guarantee the Company's title. Title to exploration and evaluation assets in foreign jurisdictions is subject to uncertainty and consequently, such properties may be subject to prior undetected agreements or transfers and title may be affected by such instances.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. These changes are recorded directly to the related asset with a corresponding entry to the provision.

The increase in the restoration provision due to the passage of time is recognized as interest expense. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation expenditures (continued)

Recent accounting pronouncements

Certain new accounting standards, amendments to standards and interpretations have been issued, effective for annual periods beginning on or after August 31, 2020. These standards have been assessed to not have a significant impact on the Company's financial statements.

4. EXPLORATION AND EVALUATION ASSET

On April 25, 2018, the Company entered into an option agreement to acquire a 100% interest in the Copper Canyon Property, located in the Nicola Mining Division of British Columbia, Canada, for the following

Date	Option payments	Exploration expenditures
April 25, 2018	Payment of \$22,500 (paid)	N/A
April 25, 2019	N/A	N/A
April 25, 2020	Payment of an additional \$20,000 (paid)	Incurred \$100,000
April 25, 2021	Payment of an additional \$150,000	Incur an additional \$100,000
April 25, 2022	N/A	Incur an additional \$250,000

Exploration expenditures in excess of the minimum amount in any period will be applied towards the next period's minimum required amount. The vendors will retain a 1.5% Net Smelter Royalty ("NSR"). The Company has the option to purchase 0.5% of the NSR for \$1,000,000. The following are details of the Company's exploration and

	Copper Canyon
Balance, May 31, 2018	\$ 24,000
Exploration costs:	
Drilling, sampling and geophysics	17,940
Balance, May 31, 2019	41,940
Exploration costs:	
Drilling, sampling and geophysics	87,267
Balance, August 31, 2019	\$ 129,207
Exploration costs:	
Drilling, sampling and geophysics	695
Balance, November 30, 2019	\$ 129,902
Exploration costs:	
Property payment	20,000
Drilling, sampling and geophysics	90,287
Balance, May 31, 2020	\$ 152,227
Exploration costs:	
Drilling, sampling and geophysics	120
Balance, August 31, 2020	\$ 152,347
Exploration costs:	
Property payment	75,000
Drilling, sampling and geophysics	120
Balance, November 30, 2020	\$ 227,467

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4. EXPLORATION AND EVALUATION ASSET (Continued)

The Company entered into an option agreement with an Alberta Company a private company providing for it to acquire a 75% interest in the Company's Copper Canyon project. The Optionee is required to pay to Goldblock a total of \$245,000 in cash, issue a total of 1,300,000 common shares, and spend a total of \$575,000 in qualified expenditures on the Copper Canyon property, all over a three-year period.

5. SHARE CAPITAL

Authorized

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

Issued

During the year ended May 31, 2020, the Company issued 5,000,000 common shares at a price of \$0.10 for proceeds of \$500,000, of which \$1,000 in proceeds was recorded as subscriptions receivable.

During the six month period ended November 30, 2020, the Company received the \$1,000 in subscriptions receivable.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at November 30, 2020, the Company's only financial instruments are comprised of cash, accounts receivable and trade payables. The fair value of these financial instruments approximate their carrying value due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data. As at November 30, 2020, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit risk: Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

(b) Liquidity risk: Liquidity risk is the risk that the Company cannot meet its financial liabilities as they become due. As at November 30, 2020, the Company had a cash balance of \$330,616 to settle current and future liabilities and as such, is not exposed to significant liquidity risk.

(c) Market risk: Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(d) Interest rate risk: Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(e) Foreign currency risk: The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(f) Price risk: The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2020

7. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at November 30, 2020, the Company's shareholders' equity was \$514,061. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its future liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

There were no changes in the Company's approach to capital management during the six month period ended November 30, 2020.

8. SUBSEQUENT EVENT

December 16, 2020 - Goldblock Capital Corp (CSE:GBLK) ("Goldblock") is pleased to announce that it has entered into an arm's-length non-binding letter of intent dated December 16, 2020, with Virgin Gold Corp. ("Virgin" or the "Company"), whereby Goldblock proposes to acquire all of the issued and outstanding securities of Virgin by way of a share exchange, amalgamation or such other form of business combination as the parties may determine.

Transaction Highlights

Upon successful completion of the proposed acquisition of the securities of Virgin (the "Transaction"), it is anticipated that the Company will be listed on the Canadian Securities Exchange ("CSE") and will carry on the business of Virgin.

Transaction Highlights:

- Goldblock will acquire all of the outstanding shares of Virgin and will focus on gold exploration in Guyana
- The resulting Company will be led by Hilbert N Shields and Rory Harding, seasoned mining professionals with extensive experience in Guyana's mining industry.
- The Company will be part of the Inventa Capital group of companies.

Transaction Summary

Pursuant to the Transaction, it is contemplated that Goldblock will consolidate its share capital on a two-for-one basis (the "Consolidation"), following which it will issue post-Consolidation common shares (the "GBLK Shares") to the holders of common shares in the capital of Virgin (the "Virgin Shares") on a one-for-one basis, which is expected to total approximately 15,000,000 post-consolidated GBLK Shares.

The Transaction is an arm's length transaction. Upon the completion of the Transaction, it is expected that Virgin will become a wholly owned subsidiary of Goldblock (the "Resulting Issuer").

Currently GBLK has 12,000,000 GBLK Shares issued and outstanding. Following the Consolidation, and prior to closing of the Transaction, GBLK will have 6,000,000 shares outstanding.

The Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Transaction prior to July 31st 2021 (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature), the completion of satisfactory due diligence investigations, and the approval of the CSE and other applicable regulatory authorities. No finders' fees are payable in connection with the Transaction. Goldblock will advance to Virgin a non-refundable deposit of C\$175,000 in cash.

GOLDBLOCK CAPITAL INC.
NOTES TO INTERIM FINANCIAL STATEMENTS
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8. SUBSEQUENT EVENT (*Continued*)

If completed, the Transaction will constitute a “Fundamental Change” pursuant to the policies of the CSE. However, there is no guarantee that the Transaction will close.

Further details concerning the Transaction (including additional financial and shareholder information regarding Virgin) and other matters will be announced when a definitive agreement is reached.

Information Concerning Virgin

Virgin is a privately held mining exploration company with its head office in Vancouver, British Columbia. There are no persons holding a controlling interest in Virgin.

Virgin’s mineral exploration activities are focused on underexplored regions of Guyana with an immediate strategy to assemble a portfolio of high-quality gold assets.

Virgin has identified the Guiana Shield in Guyana as a stand-out region for gold exploration and is in the process of acquiring several prospecting and mining permits.

Virgin believes gold in Guyana represent a unique opportunity for the following reasons:

- Guyana is home to several significant gold assets.
- The Guiana Shield is a region which has remained relatively under explored for gold.
- Natural resource development remains a top priority for the Guyanese government.
- Assets with mineral resources are identified at reasonable valuations.

The Company, through its wholly owned subsidiary Aurous Guyana Inc., has entered into a share purchase agreement to wholly acquire Romanex Guyana Exploration Ltd. and their 100% owned Marudi Mountain Property (“Marudi”) located in the Rupununi Mining District 6, of the Republic of Guyana.