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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **DATED: October 11, 2019**

JNC RESOURCES INC.

(the "**Corporation**")

Offering:
Minimum: $200,000 (1,000,000 Common Shares)
Maximum: $250,000 (1,250,000 Common Shares)
Price: $0.20 per Common Share

JNC Resources Inc. (the "**Corporation**") is hereby offering (the "**Offering**"), on a commercially reasonable efforts basis, to purchasers resident in the Provinces of British Columbia, Alberta and Ontario through its agent, Mackie Research Capital Corporation (the "**Agent**"), a minimum of 1,000,000 Shares (as defined herein) in the capital of the Corporation (the "**Shares**") at a price of $0.20 per Share, for minimum gross proceeds of $200,000 (the "**Minimum Offering**"), and a maximum of 1,250,000 Shares, for maximum gross proceeds of $250,000 (the "**Maximum Offering**").

The Offering hereunder will close on the earlier of (a) the date of termination as determined at any time by the Corporation or the Agent, or (b) 90 days following the issuance of a receipt for a final prospectus, unless an amendment is filed and receipted in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final prospectus but in any event not more than 180 days from the date of receipt for the final prospectus. Closing is conditional upon the Shares being approved for listing on the Canadian Securities Exchange (the "**Exchange**").

Distribution	Common Shares	Price to Public	Agent's Commission (1)	Proceeds to Corporation (2)
Per Share	1	$0.20	$0.02	$0.18
Minimum Offering	1,000,000	$200,000	$20,000	$180,000
Maximum Offering	1,250,000	$250,000	$25,000	$225,000

Notes:

(1) A cash commission (the "**Agent's Commission**") of 10% of the gross proceeds of the Offering will be paid to the Agent. In addition the Agent and its sub-agents, if any, will be granted non-transferable agent's compensation options (the "**Agent's Options**") entitling the Agent to purchase that number of Common Shares (the "**Agent's Option Shares**") equal to 10% of the Shares sold pursuant to the Offering, at a price of $0.20 per Agent's Option Share, for a period of 24 months from the Closing Date (as defined herein). This Prospectus qualifies the distribution of the Agent's Options to

the Agent. The Corporation will also pay the Agent a non-refundable work fee of $15,000 plus GST (the "**Work Fee**"). The Corporation has also agreed to pay the Agent's expenses (the "**Agent's Expenses**") in connection with the Offering, including legal fees and disbursements for which $10,000 has been advanced as a retainer. See "Plan of Distribution".

(2) Before deducting the balance of the expenses of the Corporation estimated at $85,000 and the Agent's Expense relating to the Offering. See "Use of Proceeds".

There is no market through which the securities offered by this Prospectus may be sold and purchasers may not be able to resell the Shares 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".

Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Corporation's properties are in the exploration as opposed to the development stage. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

As at the date of this Prospectus, the Corporation 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).

This Offering is not underwritten or guaranteed by any person. The Agent, as exclusive agent of the Corporation for the purposes of the Offering, conditionally offers the Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Corporation and accepted by the Agent in accordance with the Agency Agreement (as defined herein) referred to under "Plan of Distribution". Subscriptions 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. Registration of interests in and transfers of Shares held through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee will be made electronically through the non-certificated inventory ("**NCI**") system of CDS. Shares registered to CDS or its nominee will be deposited electronically with CDS on an NCI basis on the closing of the Offering. Purchasers of Shares will receive only a customer confirmation from the registered dealer from or through whom a beneficial interest in the Shares is purchased.

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

The following table sets out securities issuable:

Agent's Position	Number of Shares Available for Exercise	Exercise Period	Exercise Price
Agent's Options	100,000 Agent's Option Shares if Minimum Offering is completed 125,000 Agent's Option Shares if Maximum Offering is completed	24 months from the Closing Date	$0.20 per Share

This Offering is subject to a minimum aggregate subscription of 1,000,000 Shares for total minimum gross proceeds to the Corporation of $200,000. In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the Prospectus, all subscription monies will be returned to Subscribers (as defined herein) without interest or deduction, unless the Subscribers have otherwise instructed the Agent. The Offering price of the Shares was determined by negotiation between the Corporation and the Agent subject to Exchange requirements.

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

Certain legal matters relating to the securities offered hereby will be passed upon by Woods & Company, on behalf of the Corporation and by Vantage Law Corporation, on behalf of the Agent. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

AGENT:

MACKIE RESEARCH CAPITAL CORPORATION
1075 West Georgia Street, Suite 1920
Vancouver, British Columbia V6E 3C9
Telephone: (604) 662-1800
Facsimile: (778) 373-4101

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GLOSSARY

The following is a glossary of capitalized and other terms & abbreviations used in this Prospectus.

“**Administration Services Agreement**” means the agreement dated effective April 1, 2019 between the Corporation and NDH, whereby the Corporation has agreed to pay NDH $2,500 per month with respect to the provision of administration and executive officer services by NDH to the Corporation. For further details see “Director and Executive Officer Compensation”.

"**Affiliate**" means a Company that is affiliated with another Company as described below.

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Corporation are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated as of ______ between the Corporation and the Agent.

"**Agent**" means Mackie Research Capital Corporation.

“**Agent’s Commission**” means the cash fee equal to 10% of the gross proceeds from the sale of Shares under the Offering payable to the Agent by the Corporation.

“**Agent’s Expenses**” means the Agent’s expenses in connection with the Offering which, pursuant to the Agency Agreement, the Corporation has agreed to repay to the Agent, including legal fees and disbursements as well as the Agent’s reasonable out-of-pocket expenses.

"**Agent’s Options**" means the compensation options to be issued by the Corporation to the Agent on completion of the Offering wherein the Agent will have the right to purchase 10% of the number of Shares sold pursuant to the Offering exercisable at the Offering Price, expiring 24 months from the Closing Date. For details see "Options to Purchase Securities".

”**Agent’s Option Shares**” means the Common Shares to be issued to the Agent upon exercise of the Agent’s Options.

"**Associate**" when used to indicate a relationship with a Person or Company, means

(a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the Person or Company,

(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,

(d) in the case of a Person, a relative of that Person, including

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding Company.

"**Author**" means R. Tom Henneberry, P. Geo, the author of the Report.

"**Closing**" means the satisfaction of all conditions, and the completion of all steps and documents as required or contracted in order to effect the completion of the Offering.

"**Closing Date**" means the date the Offering is completed.

"**Common Shares**" means common shares in the capital of the Corporation.

"**Company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

"**Corporate Consulting Agreement**" means the management services agreement entered into by the Corporation with Michael Mulberry, CEO, effective April 1, 2019 whereby the Corporation has agreed to pay Mr. Mulberry $4,000 per month for management services. For further details, see "Director and Executive Officer Compensation".

"**Corporation**" means JNC Resources Inc., a corporation duly existing under the laws of the Province of British Columbia with its head office located at Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6.

"**Escrow Agent**" means Odyssey Trust Company, Vancouver, British Columbia.

"**Escrow Agreement**" means the escrow agreement among the Corporation, the Escrow Agent and the principal shareholders of the Corporation that will be effective on the Closing Date.

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

"**Final Receipt**" means written confirmation of acceptance for filing of this Prospectus received from each of the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

"**GST**" means the Canadian Goods and Services Tax.

"**Initial Public Offering**" or "**IPO**" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus that has received a Final Receipt from the applicable regulatory authorities.

"**Incentive Stock Options**" means stock options to be issued to directors, officers and consultants of the Corporation pursuant to the terms of section 5 of Policy 6 of the Exchange exercisable at prices and within time frames consistent with the terms of Policy 6 and regulatory requirements.

"**Insider**" if used in relation to an issuer, means:

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

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

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

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

"**Listing Date**" means the date of listing of the Common Shares on the Exchange.

“**Maximum Offering**” has the meaning ascribed thereto on the cover page of this Prospectus.

“**Minimum Offering**” has the meaning ascribed thereto on the cover page of this Prospectus.

“**NDH**” means New Dawn Holdings Ltd., a private company duly existing under the laws of British Columbia and having offices at suite 530, 625 Howe Street, Vancouver, BC V6C 2T6.

“**NSR**” means the actual proceeds received by the Corporation from a smelter or other place of sale or treatment in respect of all ore, metals, bullion or concentrates removed by the Corporation from the Property, or part thereof, as evidenced by the Corporation’s returns or settlement sheets, after deducting from said proceeds all freight & other transportation costs in connection with the transport of material from the Property to the smelter or other place of sale, including transportation insurance & security costs and “**2% NSR**” means two percent (2%) of such net proceeds.

"**Offering**" means the offering of Shares in accordance with the terms of this Prospectus.

“**Offering Price**” means $0.20 per Share.

“**Option**” means the option granted by the Optionors to the Corporation to acquire a 100% interest in the Property subject to prescribed cash payments and share issuances of the Corporation;

“**Option Agreement**” means the property option agreement whereby the Optionors granted the Option to the Corporation subject to certain payments and conditions;

"**Optionors**" means Guy Delorme and Christopher Delorme who collectively optioned a 100% interest in the Property to the Corporation, subject to a 2% NSR, pursuant to the Option Agreement;

"**Person**" means a Company or individual.

"**Policy**" means a policy issued by the Exchange.

"**Principal**" means

(a) a Person or Company who acted as a promoter of the issuer within two years, or their respective Associates or Affiliates, before the date of the Prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the Prospectus;

(c) a 20% holder – a Person or Company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO;

(d) a 10% holder – a Person or Company that

(i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO; and

(ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

A Company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, include securities of the entity that may be issued to the principals under outstanding convertible securities in both the principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the issuer that this entity holds will be subject to escrow requirements.

A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the issuer they hold will be subject to escrow requirements.

"**Private Placement Warrants**" means the 13,000,000 Common Share purchase warrants issued by the Corporation in the Unit Private Placement exercisable at $0.10 per Common Share until July 17, 2024.

"**Promoter**" has the meaning prescribed in section 1(1) of the *Securities Act* (British Columbia).

"**Property**" or "**Triple 9 Property**" means the mineral property with respect to which the Corporation has an option to acquire a 100% interest pursuant to the Option Agreement, subject to a 2.0% NSR, consisting of two mineral claims covering approximately 717 hectares in the Kamloops mining division, British Columbia.

"**Prospectus**" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, including any appendices, schedules or attachments hereto.

"**Report**" means the technical report entitled "43-101 Technical Report, Triple 9 Project, Sicamous, British Columbia, Kamloops Mining Division" dated July 19, 2019 and prepared for the Corporation by the Author, an independent consulting geologist providing services in accordance with National Instrument 43-101.

"**Securities Commissions**" means the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

"**SEDAR**" means System for Electronic Document Analysis and Retrieval.

"**Selling Provinces**" means British Columbia, Alberta and Ontario and any other provinces in which this Prospectus has been filed and in which the Shares will be offered for sale.

"**Shares**" means the Common Shares offered for sale under this Prospectus.

"**Stock Option Plan**" means the Corporation's stock option plan dated September 1, 2019 providing for the granting of incentive options to the Corporation's directors, officers, employees and consultants.

"**Subscriber**" means a person that subscribes for Shares under the Offering.

"**Unit Private Placement**" means the private placement of 13,000,000 units completed by the Corporation on July 17, 2019, each unit consisting of a Common Share and a Private Placement Warrant.

"**Work Fee**" means the $15,000 (plus GST) payable by the Corporation to the Agent, pursuant to the Agency Agreement.

PROSPECTUS SUMMARY

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

Business of the Corporation

The Corporation is engaged in the business, pursuant to the Option Agreement, of exploration of mineral properties. The Corporation holds an option to acquire a 100% interest in the Triple 9 Property as described herein. The Corporation's objective is to explore and develop the Triple 9 Property. See "Narrative Description of the Business".

The Property

The Triple 9 Property consists of two (2) mineral claims covering approximately 717 hectares in the Kamloops mining division, British Columbia, six (6) kilometres northwest of Sicamous, British Columbia, with the Corporation having carried out an initial exploration program in May, 2019. The Corporation has the Option to acquire 100% of the Triple 9 Property exercisable by the Corporation issuing to the Optionors a total of 2,050,000 Common Shares and making aggregate cash payments of $1,035,000. See "Narrative Description of the Business".

Offering

The Corporation is offering a minimum of 1,000,000 Shares and a maximum of 1,250,000 Shares for sale in the Selling Provinces, at the Offering Price of $0.20 per Share for gross proceeds of a minimum $200,000 and a maximum $250,000. The Offering is being made on a commercially reasonable efforts basis by the Agent. See "Plan of Distribution".

Use of Proceeds

It is estimated that the net proceeds to be received by the Corporation from the Offering, after deduction of the Offering and listing expenses, will be approximately $80,000 if the Minimum Offering is completed and $125,000 if the Maximum Offering is completed. The net funds will be combined with the Corporation's existing working capital balance of approximately $179,500 as at July 31, 2019, for total available funds of $259,500 in the event of the Minimum Offering and $304,500 in the event of the Maximum Offering which will be used by the Corporation as follows:

Principal Purpose	Minimum Offering	Maximum Offering
To complete Initial Work Program on the Triple 9 Property as Recommended in the Report[1]	$125,000	$125,000
To Cover Estimated Administrative Expenses for Ensuing 12 Months[2]	$107,000	$112,000
Unallocated Working Capital	$27,500	$72,500
Totals:	$259,500	$304,500

[1] See "Recommendations" below under "General Development of the Business.
[2] See "Principal Purposes" below under "Use of Proceeds".

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

The Corporation has negative cash flow from operations in its most recently completed financial period.

Directors and Officers

The directors and officers of the Corporation – and the positions held by them – are as follows. See "Directors, and Executive Officers".

Michael Mulberry - President and Chief Executive Officer, and Director
Jonathan Younie – Chief Financial Officer & Corporate Secretary
Warren Robb – Director
Yana Bobrovskaya - Director

Risk Factors

An investment in the Shares should be considered highly speculative wherein Subscribers could lose their entire investment. The Corporation has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Property. The Corporation has negative operating cash flow. After completion of the Offering, the Corporation may require additional financing in order to fund ongoing exploration on the Property and there is no assurance that such financing will be obtained. While the Corporation has followed standard industry accepted due diligence procedures to ensure that the Optionors have valid title to the Property, there is no guarantee that the Corporation’s 100% interest, once earned, will be certain or that it cannot be challenged by claims from unknown third parties claiming an interest in the Property. The Corporation and its assets may also become subject to uninsurable risks. The Corporation’s activities may require permits or licenses which may not be granted to the Corporation. The Corporation competes with other companies with greater financial resources and technical facilities. The Corporation may be affected by political, economic, environmental and regulatory risks beyond its control. The Corporation is currently largely dependent on the performance of its directors and officers and there is no assurance the Corporation can retain their services. There is currently no market through which the Corporation’s securities may be sold and purchasers may not be able to resell Shares purchased under this Prospectus. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Property is in the exploration stage only and is without a known body of ore. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search of additional business opportunities on behalf of other corporations and situations may arise where these directors and officers are in direct competition with the Corporation. The Offering Price of the Shares under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer an immediate and substantial dilution of their investment. See the section entitled "Risk Factors" for details of these and other risks relating to the Corporation's business.

Financial Information

The following selected financial information is subject to and more fully explained in the detailed information contained in the financial statements of the Corporation and notes thereto appearing elsewhere in this Prospectus and should be read in conjunction with the financial statements and related notes. The selected financial information is derived from audited financial information for the Corporation. The Corporation has established December 31 as its fiscal year end.

	For the period from incorporation on April 1, 2019 to July 31, 2019 (Audited)
Revenues	NIL
Comprehensive Loss	($140,319)
Total Assets	$246,326
Total Liabilities	$27,895
Shareholder’s Equity	$218,431

See “Selected Financial Information and Management’s Discussion and Analysis”.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Corporation, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Corporation’s future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this prospectus contains forward-looking statements pertaining to the following:

• proposed expenditures for exploration work, and general and administrative expenses (see: "Narrative Description of the Business – Recommendations" and "Use of Proceeds" for further details);

• expectations generally regarding completion of this Offering and the ability to raise further capital for corporate purposes; and

• treatment under applicable governmental regimes for permitting and approvals (see: Risk Factors").

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

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

CORPORATE STRUCTURE

NAME, INCORPORATION, OFFICES AND INTERCORPORATE RELATIONSHIPS

The full name of the Corporation is "**JNC Resources Inc.**"

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 1, 2019 under the name "JNC Resources Inc." with authorized capital of an unlimited number of Common Shares without par value.

The head office of the Corporation is Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6. The registered and records office of the Corporation is located at 2110 28th Street, West Vancouver, British Columbia, Canada V7V 4M3.

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

The principal business carried on and intended to be carried on by the Corporation is the exploration of mineral resources on the Corporation's principal property, being the Triple 9 Property located in BC, which is in the exploration stage. Pursuant to the Option Agreement, the Corporation has the Option to acquire an undivided 100% interest in the Triple 9 Property.

COMPETITIVE CONDITIONS

The mineral exploration and development industry is competitive. The Corporation competes with numerous other companies and individuals in the search for and the acquisition of attractive mineral properties. The success of the Corporation will depend not only on its ability to operate and develop its properties but also on its ability to select and acquire suitable properties or prospects for development or mineral exploration.

HISTORY

The Corporation entered into the Option Agreement dated for reference April 22, 2019 with the Optionors whereby the Corporation has the exclusive Option to acquire a 100% interest in the Triple 9 Property, subject to a 2% NSR.

To fund its exploration activities and to provide working capital, the Corporation has relied on the sale of Common Shares from treasury. Since incorporation, the Corporation has raised $355,000 privately through the sale of its securities. See "Prior Sales". The Corporation intends to raise additional funding under the Offering to carry out exploration of the Triple 9 Property as set out in the section entitled "Use of Proceeds".

THE OPTION AGREEMENT

The Corporation's Option to acquire 100% of the Triple 9 Property is exercisable by the Corporation issuing to the Optionors a total of 2,050,000 Common Shares and making aggregate cash payments of $1,035,000.

The share issuances and cash payments to be made by the Corporation to the Optionors, of which 66% of such consideration is payable to Guy Delorme, and the balance of 34% is payable to Christopher Delorme, are as follows:

- $35,000 within five days of signing the Option Agreement (paid);
- 150,000 Common Shares within 14 days of the Option Agreement date (issued);

- $100,000 and 300,000 common shares on or before the one year anniversary of the date of the Corporation's IPO;

- $300,000 and 600,000 common shares on or before the second year anniversary of the date of the Corporation's IPO; and

- $600,000 and 1,000,000 common shares on or before the third year anniversary of the date of the Corporation's IPO.

The Option Agreement grants the Corporation an option only. The Corporation is, therefore, not obligated to meet any of the above option obligations (that are not yet satisfied) in the event that it chooses to terminate the Option Agreement and abandon the Triple 9 Property for any reason. The Corporation may terminate the Option Agreement at any time on written notice to the Optionors.

Pursuant to the Option Agreement, the Corporation shall act as the operator with respect to all exploration work to be carried out on the Property during the term of the Option Agreement. If and when the Corporation completes of all of its payment obligations under the Option Agreement, it will have earned a 100% interest in the Property and will have no further obligations with respect to the Optionors except payment of the 2% NSR. Pursuant to the Option Agreement, which will remain in effect after exercise of the Option, the Corporation has the option at any time, and from time to time, to buy up to one-half of such 2% NSR, by paying $1 million in cash to the Optionors for the 1% NSR, or payment of any proportion thereof up to 1% of the NSR, which thereby extinguishes the obligation of the Corporation to pay such percentage NSR to the Optionors. The Option Agreement has an "area of mutual interest provision" covering within 1 kilometre of the outermost boundaries of the Property as at the date of the Option Agreement, which is in effect until the earlier of April 22, 2023 and the date, if any, that a feasibility study is completed on the Property. If either the Corporation or the Optionors acquires, whether by staking, acquisition or otherwise, a new mineral claim, directly or indirectly, within, in whole or in part, the area of mutual interest, such party must give notice to the other party of such acquisition, including the cost thereof and all other pertinent details and the other party can require, subject to reimbursement of certain costs, that the new mineral claim be included in and thereafter form part of the Property for all purposes of the Option Agreement.

TRIPLE 9 PROPERTY

The following represents information summarized or inserted from the Report prepared pursuant to the provisions of National Instrument 43-101 *Standard of Disclosure for Mineral Properties* by the Author, R. Tim Henneberry, P.Geo, an independent consulting geologist. A complete copy of the Report is available for review on the System for Electronic Document Analysis and retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the report may be inspected during normal business hours at the Corporation's business offices at Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6.

PROJECT DESCRIPTION AND LOCATION

The Triple 9 Property lies on Terrain Resource Information Management claim sheets 082L085, 082L095 and 082L096 in the Kamloops Mining Division in British Columbia. The Property consists of the following two (2) claims totalling 717.22 hectares. The geographic center of the Property is approximately UTM ZONE 11 357646E 5639625N (NAD 83).

Tenure Number	Claim Name	Owner	Map Number	Issue Date	Good To Date	Area (ha)
1052831	Triple 9	141575 (34%) 106466 (66%)	082L	2017/Jun/30	2025/Sep/25	580.34
1052827	Triple 9	141575 (34%) 106466 (66%)	082L	2014/Jul/30	2025/Sep/25	136.88

						717.22

The Property forms an irregular rectangular shape elongated in a north-south direction and flanked on its western side by Shuswap Lake (see claim map immediately below). The Property is bordered on the west by two Provincial Park's marine sites: the Shuswap Lake Marine Park Marble Point borders on the northwest portion of the Property while the Shuswap Lake Marine Park Hungry cove borders the Property on the west side. No exploration is permitted within the boundaries of these parks. The Property has not been legally surveyed.

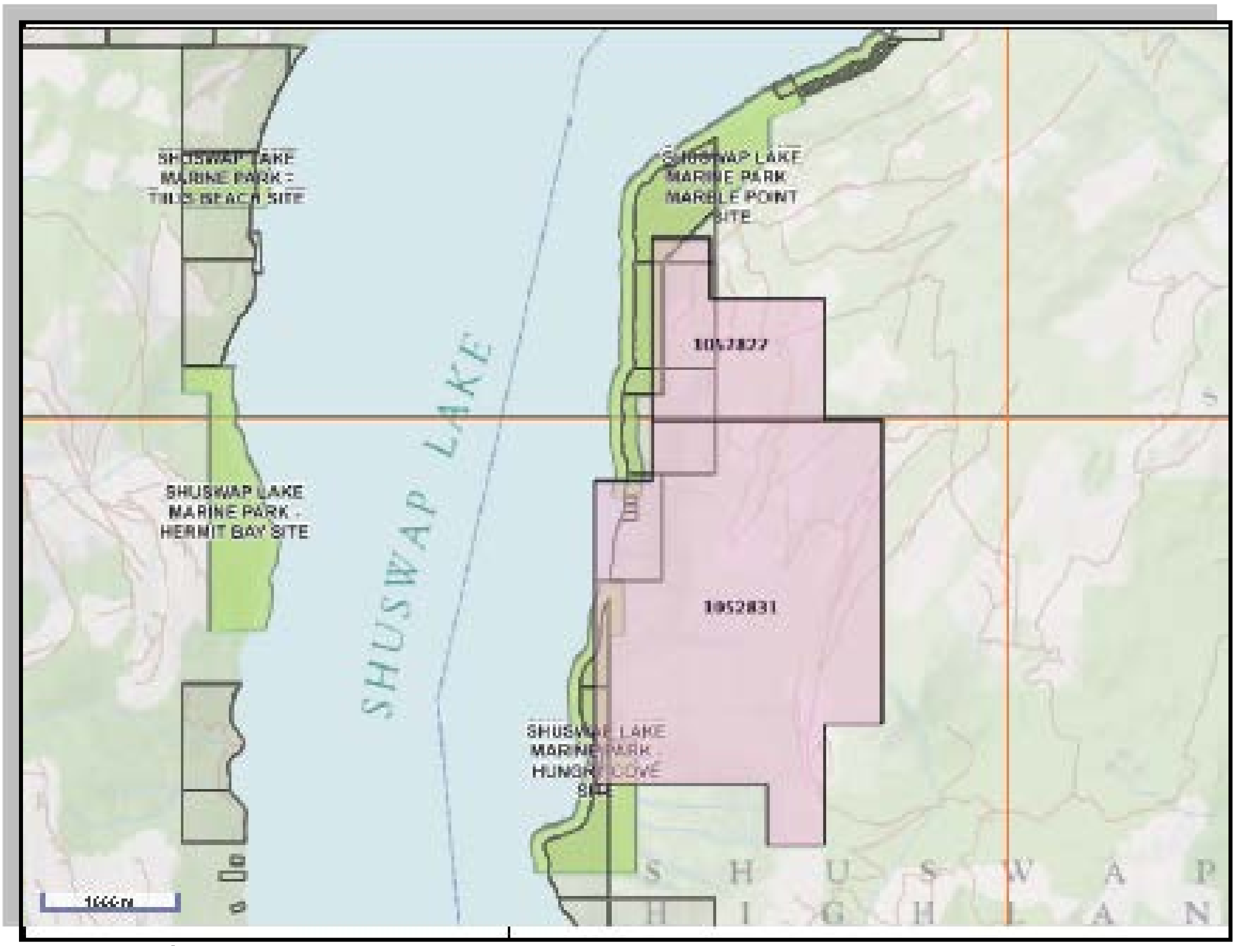


Figure 2, 43-101, Claim Map. Projection NAD 83 Zone 10

There are no environmental liabilities associated with the Triple 9 property to the best of the Author's knowledge. The next phases of exploration on the Property will be induced polarization trenching and drilling, which require a permit through the British Columbia Ministry of Energy and Mines Notice of Work application process. The Ministry is quoting a 90 day period to complete the permitting process. The Corporation plans to submit the Notice of Work Permit Application shortly.

The Author is not aware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Triple 9 property.

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Triple 9 property lies 6 kilometres north of Sicamous, British Columbia. Access is by a network of logging roads taken northward for 11 kilometres to the south-eastern border of Tenure 1052831.

The topography is steep with elevations on the Property ranging from 356 metres ASL on Shuswap Lake along the western boundary of the Property to 1375 metres ASL on the south-eastern boundary. The claims are generally covered with dense stands of cedar, balsam, spruce and fir with occasional clear cuts from logging. The underbrush is thin except within creek drainages and along north slopes where blow down can be severe. Gravel roads provide fairly reasonable access to the ground on the claim block.

The climate of this part of the province is typical of the southern interior of British Columbia. The summer field season is generally warm and dry and runs from mid- to late- April through to late-October. Winters are cold with significant snow accumulations. Temperatures can dip to minus 20 Celsius for extended periods.

As this is a greenfields exploration project, detailed surveys with respect to potential tailings storage areas, waste disposal areas, heap leach pad areas or potential processing plant areas have not been undertaken. The claims are on Crown land, so the surface rights are held by the Crown. Power lines run down Highway 1 thus power is within 11 kilometres of the Property. Water is available from the numerous creeks throughout the claim block. Mining personnel, accommodation, heavy equipment, supplies and fuel are readily available locally in Sicamous, Revelstoke or Kamloops.

HISTORY

The first recorded work on the Triple 9 property is reported in the BC Department of Mines ("BCDM") Annual Report of 1900 which reported assays averaging $29.62 per ton gold with values as high as $698 per ton gold in a vein 50 feet (15.2 metres) wide and not less than 300 feet (91.4 metres) in length. In 1901 and 1902 the BCDM Annual Reports document work performed on the Iron Mask Claims which covered the Bluenose south showing referring to numerous pits and trenches along with 700 feet (213.4 metres) of adit being built.

Since 1902 (estimated), no work was recorded on the Property until 1968 when Royal Canadian Ventures performed 8 kilometres of ground magnetometer and EM-16 VLF geophysics on ground that is now covered by tenure 1052831. In 1969, Tranquility explorations completed 14.5 line kilometres of magnetometer geophysics over ground now covered by the tenures 1052831 and 1052827.

The present property vendors acquired the Triple 9 property through map staking in 2014. They commissioned a 2016 structural interpretation report authored by L. Sookochof P.Geo. This report identified preferred structural orientations on the Property (see Figure 3, Regional Geology, below). In 2017 a prospecting report was filed by Chris Delorme covering the tenures. A total of 17 grab rock samples were taken, 12 around the upper Bluenose showing and 5 elsewhere on the Property. Analysis was completed for gold only; the best sample ran 1.07 g/t Au.

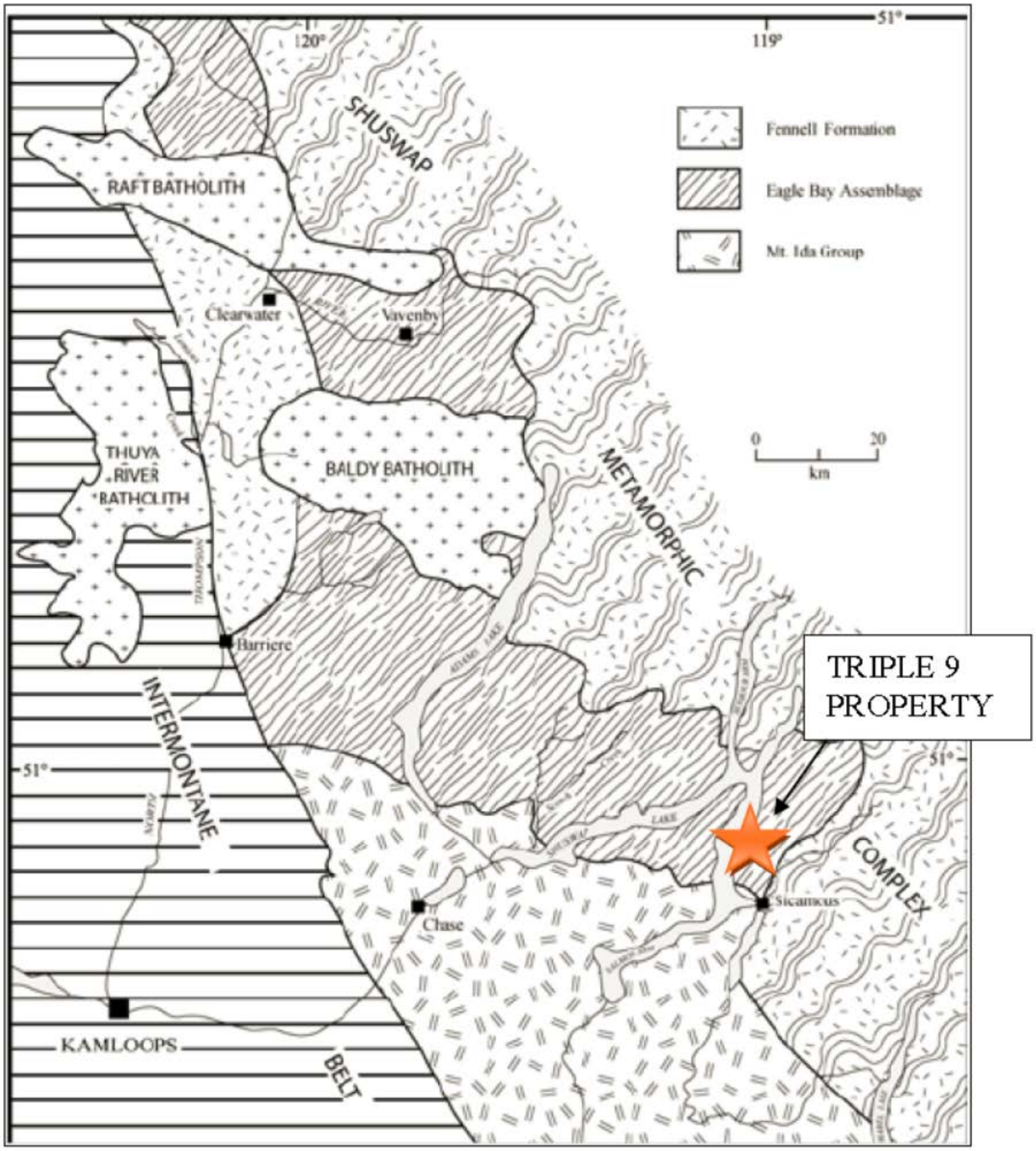


Figure 3 Regional Geology

(Geological setting of the Adams Plateau Clearwater-Vavenby area, modified after Schiarrizzaand Preto)

GEOLOGICAL SETTING AND MINERALIZATION

Regional Geology

The Triple 9 project lies within the Kootenay terrane at the south end of the Omineca Belt in the central interior of British Columbia. The Kootenay terrane is a belt of lower to mid-Proterzoic rocks that lie approximately along the suture between North America and the Intermontane superterrane. (Figure 3).

The map area covers a belt of structurally complex low grade metamorphic rocks lying along the western margin of the Omineca Belt. These rocks are flanked by high-grade metamorphic rocks of the Shuswap

Complex to the east and by rocks of the Intermontane Belt to the west. The area is underlain mainly by Paleozoic meta-sedimentary and meta-volcanic rocks of the Eagle Bay Assemblage and Fenneli Formation. Late Devonian granitic orthogneiss locally intrudes Eagle Bay rocks. The Paleozoic rocks are cut by mid-Cretaceous granodiorite and quartz monzonite of the Raft and Baldy batholiths, and by Early Tertiary quartz feldspar porphyry, basalt and lamprophyre dykes. They are locally overlain by Eocene sedimentary and volcanic rocks of the Kamloops Group and by Miocene plateau laws.

The Paleozoic rocks occur in four structural slices separated by south-westerly directed thrust faults. The upper three fault slices contain only Eagle Bay rocks, while the lowest slice comprises Eagle Bay strata structurally overlain by the Fennell Formation.

Property Geology

The Triple J property has not yet been mapped. According to the BC government mapping, the Property is underlain by rocks of the Hadrynian to Paleozoic Eagle Bay assemblage. These comprise quartzite, marble, hornblende-rich skarn and pink to grey paragneiss. In general, bedding or gneissosity dips at low angles to the east. The rocks are highly deformed and minor tight folds are very abundant.

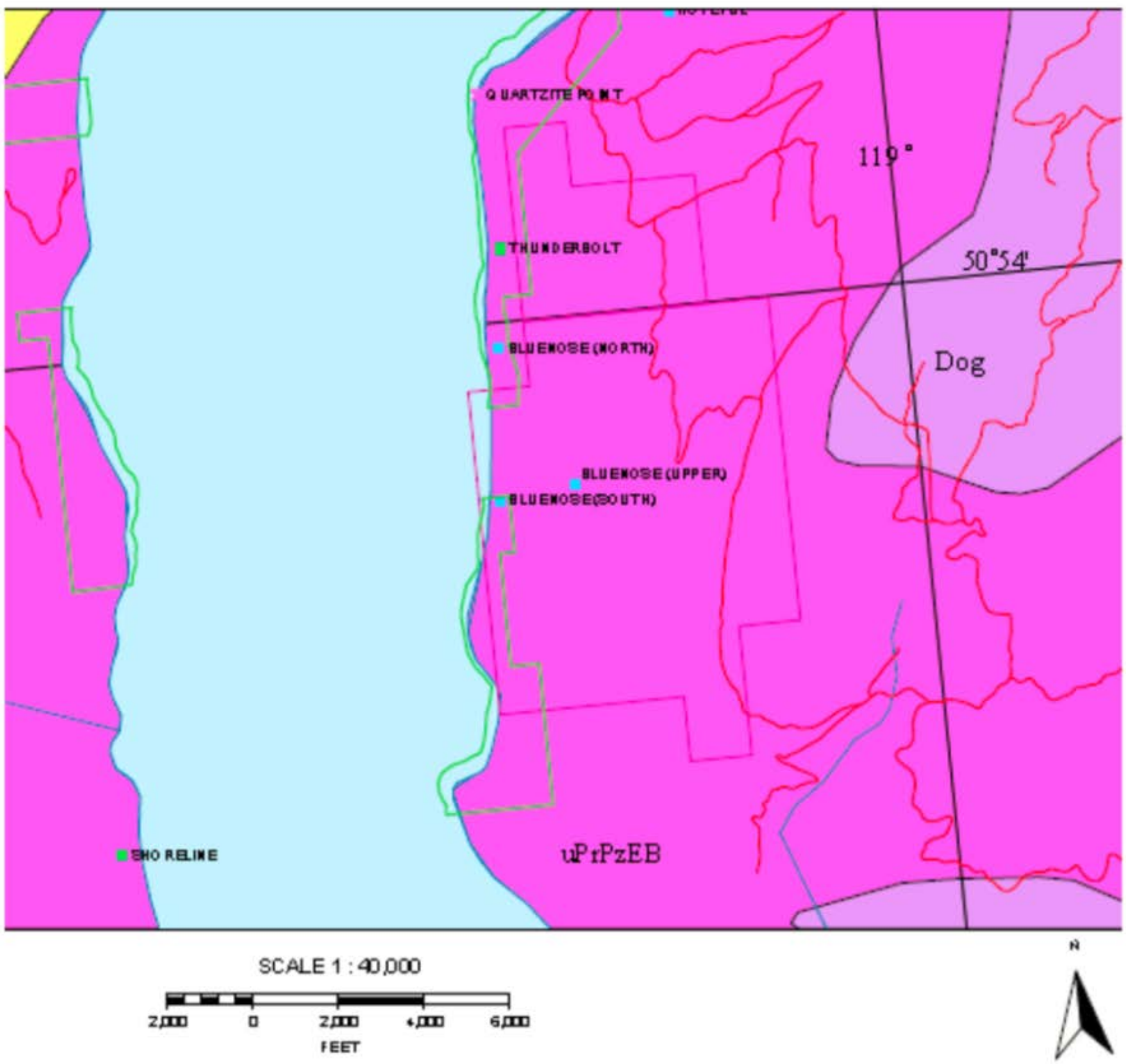
The upper Bluenose zone lies on a relatively flat shelf above a series of high cliffs. The rock exposed along the cliffs is largely gently dipping paragneiss with sections of limy skarn and marble.

Mineralization

The upper Bluenose showing consists of a shaft, partly collapsed and filled with water. Material on the dump is heavily mineralized with pyrrhotite and chalcopyrite, mostly in a quartz breccia. An adit, 91 metres in length, is about 61 metres vertically below the shaft and cuts paragneiss and marble dipping about 10 degrees east. Very minor pyrite and pyrrhotite are present in several patches. A second adit at the same elevation as the shaft and about 61 metres south, cuts entirely barren gneiss for 15 metres. A pit, about 91 metres south of the shaft, exposes light colored quartz-rich marble with abundant malachite and minor chalcopyrite.

The 2019 soil program successfully highlighted a 2200 metre, north-easterly trending coincidental Ag, Cu, Pb, Zn anomaly beginning near the Bluenose showing and extending to the Property boundary. See map below.

(Map data taken from BCMinfile online)



Legend

Dog	Devonian Unnamed ortho gneiss metamorphic rock
uPrPzEB	Upper Proterozoic to Paleozoic Eagle Bay Assemblage, greenstone, greenschist metamorphic rocks

DEPOSIT TYPES

The type of deposit being explored for on the triple 9 property is best termed a Kuroko Massive Supplied deposit. The following deposit type description is taken at from the Höy, Trygve, in: Lefebure, D.V. and Ray, G.E. ed.; 1995, pp. 53-54

NORANDA/KUROKO MASSIVE SULFIDE Cu-Pb-Zn G06

IDENTIFICATION SYNONYM: Polymetallic volcanogenic massive sulfide.

COMMODITIES (BYPRODUCTS): Cu, Pb, Zn, Ag, Au (Cd, S, Se, Sn, barite, gypsum)

EXAMPLES (British Columbia (MINFILE # - Canada/ International): Homestake (082M025), Lara (092B001), Lynx (092B129), Myra (092F072), Price (092F073), H-W (092F330), Ecstall (103H011), Tulsequah Chief (104K011), Big Bull (104K008), Kutcho Creek (104J060), Britannia (092G003); Kidd Creek (Ontario, Canada), Buchans (Newfoundland, Canada), Bathurst-Newcastle district (New Brunswick, Canada), Horne-Quemont (Québec, Canada), Kuroko district (Japan), Mount Lyell (Australia), Rio Tinto (Spain), Shasta King (California, USA), Lockwood (Washington, USA).

GEOLOGICAL CHARACTERISTICS CAPSULE DESCRIPTION: One or more lenses of massive pyrite, sphalerite, galena, and chalcopyrite commonly within felsic volcanic rocks in a calcalkaline bimodal arc succession. The lenses may be zoned, with a Cu-rich base and a Pb-Zn-rich top; low-grade stockwork zones commonly underlie lenses and barite or chert layers may overlie them.

TECTONIC SETTING: Island arc; typically in a local extensional setting or rift environment within, or perhaps behind, an oceanic or continental margin arc.

DEPOSITIONAL ENVIRONMENT / GEOLOGICAL SETTING: Marine volcanism; commonly during a period of more felsic volcanism in an andesite (or basalt) dominated succession; locally associated with fine-grained marine sediments; also associated with faults or prominent fractures.

AGE OF MINERALIZATION: Any age; In British Columbia typically Devonian; less commonly Permian-Mississippian, Late Triassic, Early (and Middle) Jurassic, and Cretaceous.

HOST / ASSOCIATED ROCK TYPES: Submarine volcanic arc rocks; rhyolite, dacite associated with andesite or basalt; less commonly, in mafic alkaline arc successions; associated epiclastic deposits and minor shale or sandstone; commonly in close proximity to felsic intrusive rocks. Ore horizon grades laterally and vertically into thin chert or sediment layers called informally "exhalites".

DEPOSIT FORM: Concordant massive to banded sulfide lens which is typically metres to tens of metres thick and tens to hundreds of metres in horizontal dimension; sometimes there is a peripheral apron of "clastic" massive sulfides; underlying crosscutting "stringer" zone of intense alteration and stockwork veining.

TEXTURE / STRUCTURE: Massive too well layered sulfides, typically zoned vertically and laterally; sulfides with quartz, chert or barite gangue (more common near the top of the deposit); disseminated, stockwork and vein sulfides (footwall).

ORE MINERALOGY (Principal and subordinate): Upper massive zone: pyrite, sphalerite, galena, chalcopyrite, pyrrhotite, tetrahedrite-tennanite, bornite, arsenopyrite. Lower massive zone: pyrite, chalcopyrite, sphalerite, pyrrhotite, magnetite.

GANGUE MINERALOGY: Barite, chert, gypsum, anhydrite and carbonate near top of lens, carbonate, quartz, chlorite and sericite near the base.

ALTERATION MINERALOGY: Footwall alteration pipes are commonly zoned from the core with quartz, sericite or chlorite to an outer zone of clay minerals, albite and carbonate (siderite or ankerite).

ORE CONTROLS: More felsic component of mafic to intermediate volcanic arc succession; near centre of felsic volcanism (marked by coarse pyroclastic breccias or felsic dome); extensional faults.

ASSOCIATED DEPOSIT TYPES: Stockwork Cu deposits; vein Cu, Pb, Zn, Ag, Au.

EXPLORATION GUIDES GEOCHEMICAL SIGNATURE: Zn, Hg and Mg halos, K addition and Na and Ca depletion of footwall rocks; closer proximity to deposit - Cu, Ag, As, Pb; within deposit - Cu, Zn, Pb, Ba, As, Ag, Au, Se, Sn, Bi.

GEOPHYSICAL SIGNATURE: Sulfide lenses usually show either an electromagnetic or induced polarization signature depending on the style of mineralization and the presence of conductive sulfides. In recent years borehole electromagnetic methods have proven successful.

OTHER EXPLORATION GUIDES: Explosive felsic volcanics, volcanic centres, extensional faults, exhalite (chert) horizons, pyritic horizons.

ECONOMIC FACTORS GRADE AND TONNAGE: Average deposit size is 1.5 million metric tonnes (1.65 million tons) containing 1.3% Cu, 1.9% Pb, 2.0% Zn, 0.16 g/t (0.047 oz/ton) Au and 13 g/t (0.38 oz/ton) Ag ... British Columbia deposits range from less than 1 to 2 million metric tonnes (1.1 to 2.2 million tons) to more than 10 million metric tonnes (11 million tons). The largest are the H-W 10.1 million metric tonnes (11.1 million tons) with 2.0% Cu, 3.5% Zn, 0.3% Pb, 30.4 g/t (0.89 oz/ton) Ag and 2.1 g/t (0.061 oz/ton) Au ,and Kucho with a combined tonnage of 17 million metric tonnes (18.7 million tons) of 1.6% Cu, 2.3% Zn, 0.06% Pb, 29 g/t (0.85 oz/ton) Ag and 0.3 g/t (0.009 oz/ton) Au.

IMPORTANCE: Noranda/Kuroko massive sulfide deposits are major producers of Cu, Zn, Ag, Au and Pb in Canada. Their high grade and commonly high precious metal content continue to make them attractive exploration targets.

EXPLORATION

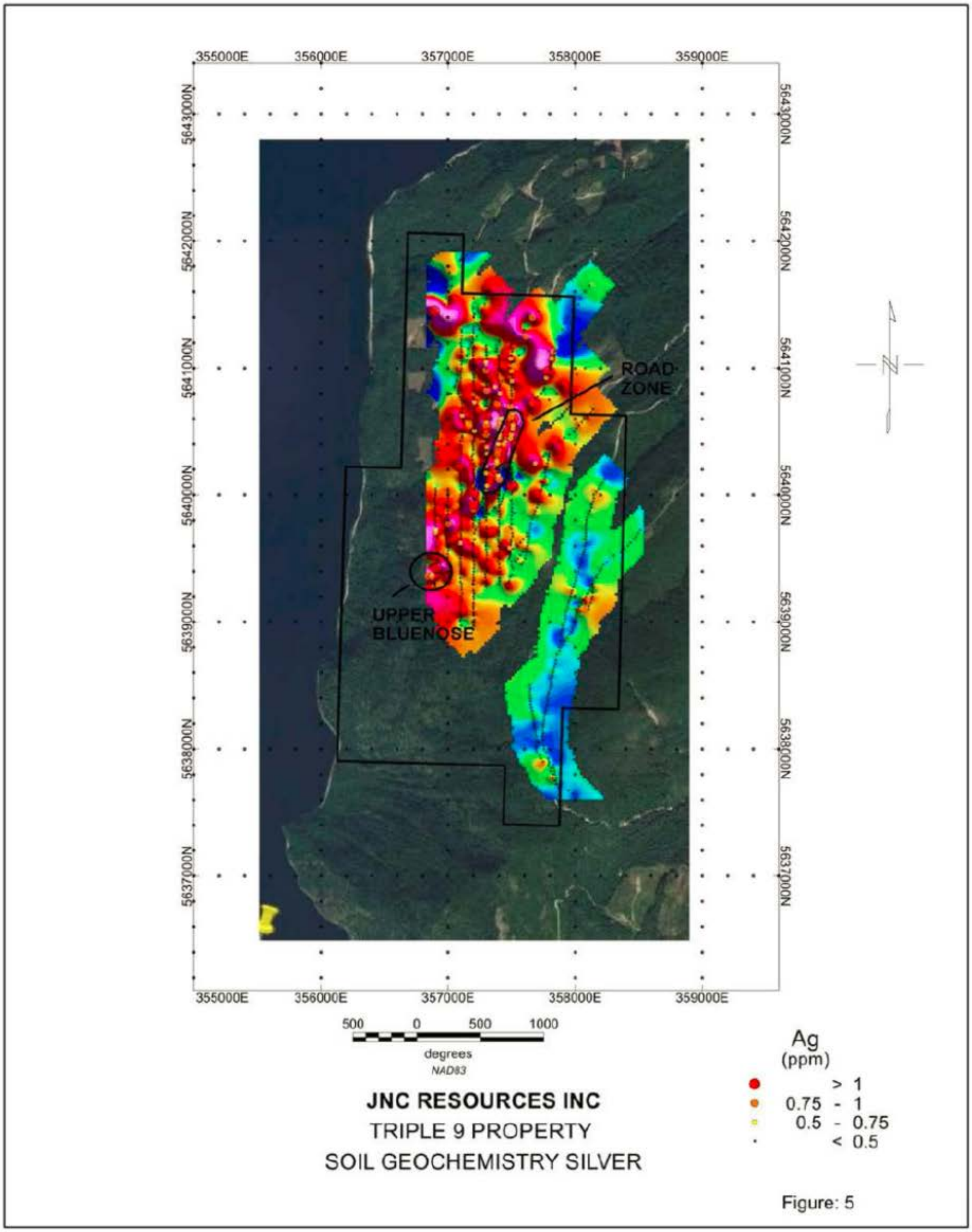
The Corporation undertook a grid and roadside soil sampling program a stream sediment sampling and rock sampling program in May 2019 to investigate the mineral bearing potential of the Triple 9 property. The soil grid portion of the survey was designed to identify potential geochemical trends. The grid was oriented in a north south direction, with lines spaced approximately 100 meters apart with sample stations established approximately every 25 metres. The road sampling portion of the program was designed to test between grid lines in the northern portion of the Property and to extend coverage to the southern portion of the Property. The grid portion of the survey covered 12.2 line kilometres of grid, while the road survey covered 11.5 km of road, resulting in the collection of 871 soil samples for analysis. The stream sediment sampling portion of the program was designed to identify potential metallic anomalies occurring in streams draining the Property. A total of 21 samples were collected and sent for assays. The rock sampling portion of the program was designed to test by chip sampling, any potential metallic anomalous areas occurring in rock outcrop. Finally, a program of sampling utilizing a portable backpack drill was used to test for continuity of identified mineralization. In total 119 samples were delivered for assay.

For the soil sampling program each sample site was located by a handheld GPS unit. At each sample location a 500 to 1000 gram sample of the soil from the “B” horizon was taken and placed in the corresponding soil bag. Each sample location was marked as a waypoint in a GPS unit in the map datum NAD 83. The sample site was marked with pink flagging. Particulars on depth, color and proximal outcrop were recorded in a field book along with actual UTM coordinates as back up.

For the silt sampling program, the procedure for recording the station information and marking the station in the field used was the same as for the soil sampling except that 500 to 1000 grams of silt material was extracted from the stream beds. In 5 instances, dry stream beds were encountered and thus 1000 grams of moss matt was collected at the sample site.

For the rock sampling program, the procedure for recording the location of the sample was the same as the procedures described for the soil and silt sampling. Rock samples were described as being either float or grab. A float sample is a rock sample taken from rock that is not attached to an outcrop, while grab samples are samples taken from outcrop but are select samples of the out crop. Channel sample are samples of rock taken from 5 to 7 centimetre channels cut into the outcrop to a pre-specified distance. The rock lying within the channel is then chiselled out to a depth of 2.5 to 4.0 centimetres.

The Author is not aware of any sampling or recovery factors that could materially impact the accuracy and reliability of the assay results. The Author believes the samples collected by the Corporation to be representative and does not feel there are any factors that may have resulted in sample bias. There is no chance of bias in the soil sampling as these samples are just blind samples taken at regular intervals. See Figure 5 Soil Geochemistry below.



Projection NAD 83 Zone 11

Figure 5. Soil Geochemistry Silver

Summary statistics were calculated for the soil sampling program for the elements Ag, Cu, Pb and Zn the results are displayed in Table 3.

Table 3 Soil Geochemistry Summary Statistics

Percentile	90th	95th	98th	maximum	Count
Ag ppm	0.54	0.79	1.20	18	795
Cu ppm	257	523	1177	6544	795
Pb ppm	13	18	32	175	795
Zn ppm	200	255	341	951	795

The results of the soil geochemistry for copper, lead, zinc and silver are displayed in figures 5 through 8. The plots for these four elements show a coincidental, elongated trend beginning near the Bluenose showing then bisecting the Property in a north-easterly direction for some 2200 meters to the Property boundary. This anomalous trend is open to the southwest and to the northeast.

The stream sediments results for the same four elements are shown in figures 9 through 12. The creek cutting the Road Zone and the next creek to the northwest both appear to be anomalous in all four elements: silver, copper, lead and zinc.

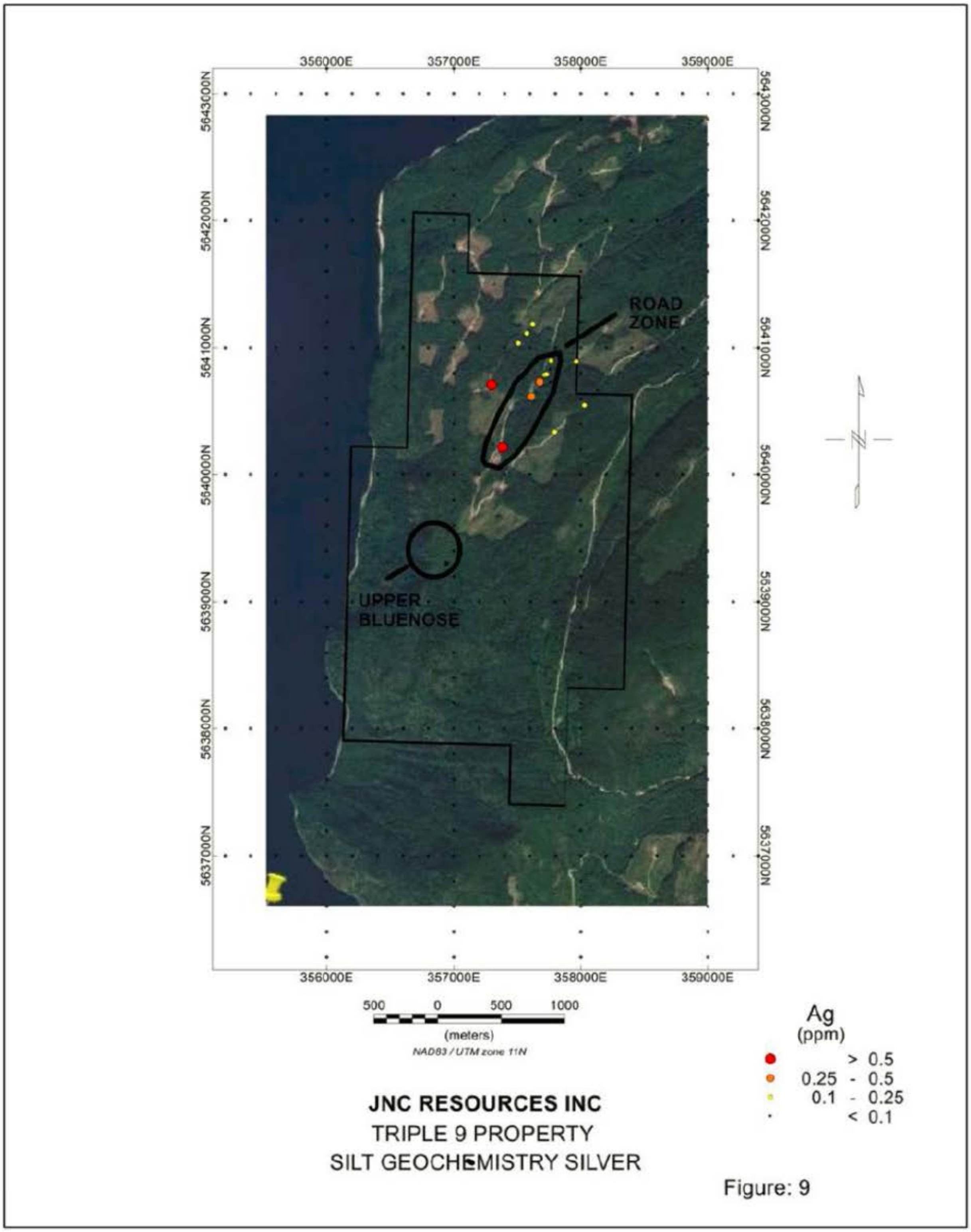
A total of 84 rock samples were collected throughout the Property with anomalous results obtained from two zones, the “Upper Bluenose” showing area and the “Road Zone”. The sample locations are shown in Figures 13 through 17.

Twelve samples were taken at the Upper Bluenose showing area, as shown in Figure 4b. Five were float samples from the immediate area and seven were from the showing area, with 5 of those being grab samples from the adit dump. The best result, a selected dump grab sample, returned 14.8 grams per tonne silver and 1.6% copper (TRC-49).

Thirty eight samples were taken from the Road Zone, an elongate area of some 200 metres. A total of eleven short channels were cut through the area, Table 4a. Channel sample weighted average highlights include Channel 2 – 10.2 g/t silver and 0.14% copper over 1.40 meters (samples Y003385-87) and Channel 5 – 4.31 g/t silver and 0.23% copper over 2.30 meters (sample Y002297). Selected grab samples from the Road Zone returned 83.2 g/t silver, 1.23% copper 0.97% lead and 0.79% zinc (sample TRC-58) and 62.3 g/t silver, 0.929% copper, 0.413% lead and 0.265% zinc (sample TRC-59). In addition, several float samples returned high values with sample TRC-40 returning 1.96 g/t silver, 0.215% copper 0.01 % lead and 1.585% zinc and sample 851 returning 35.2 grams per tonne silver 1.235% Copper, 0.633% lead and 6.37% zinc respectively.

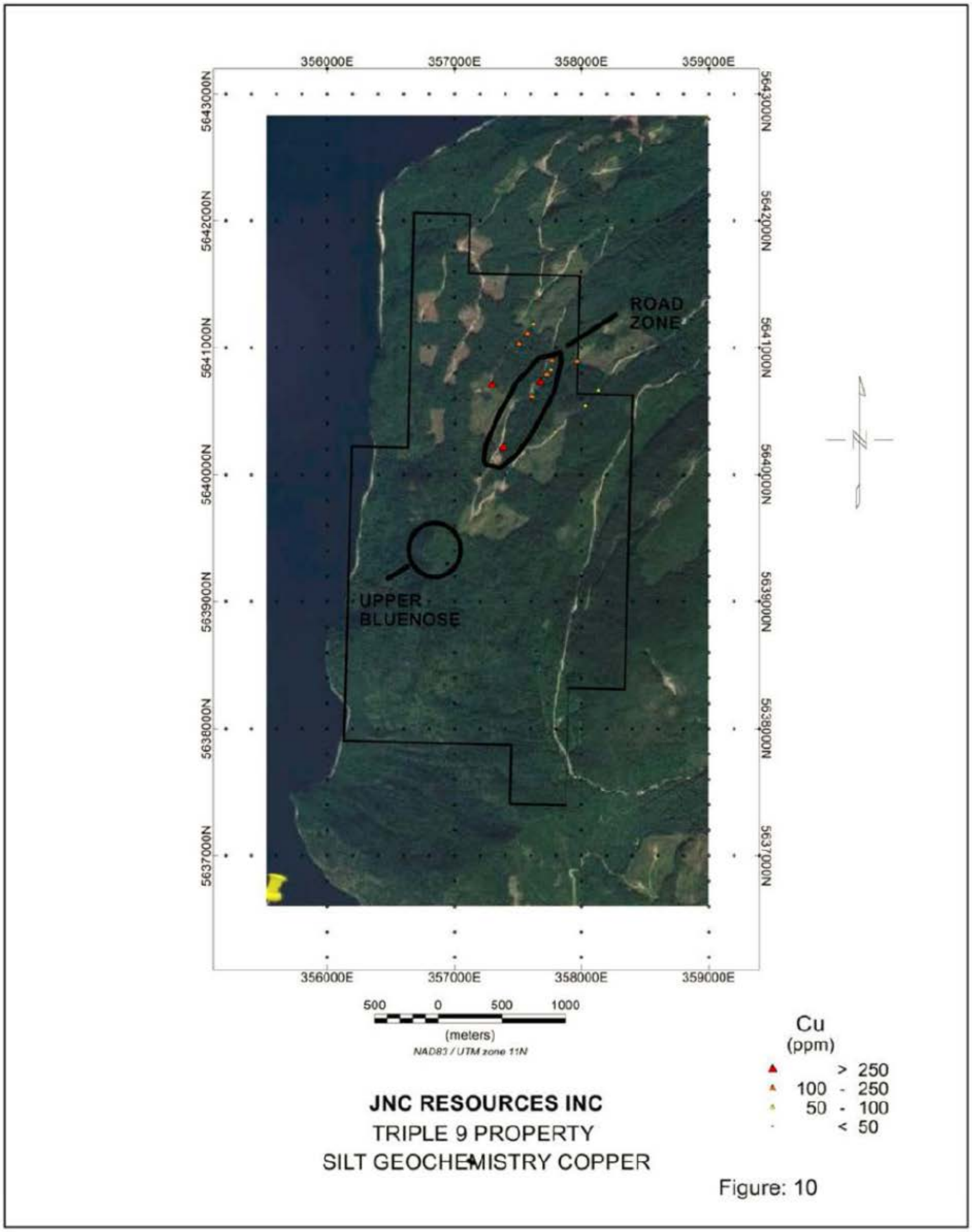
An additional 32 samples were also taken throughout the Property, with one float sample returning 35.2 g/t Ag, 1.23% Cu and 6.37% Zn (sample 851).

The rock sampling program outlined mineralization occurring as massive sulfide pods and lenses with associated quartz veins and breccias occurring in both the meta-volcanics and in the orthogniess. See Figures 9-12 Silt Geochemistry, Tables 4a 4b 4c, and Figures 13-16 Rock Geochemistry, below.



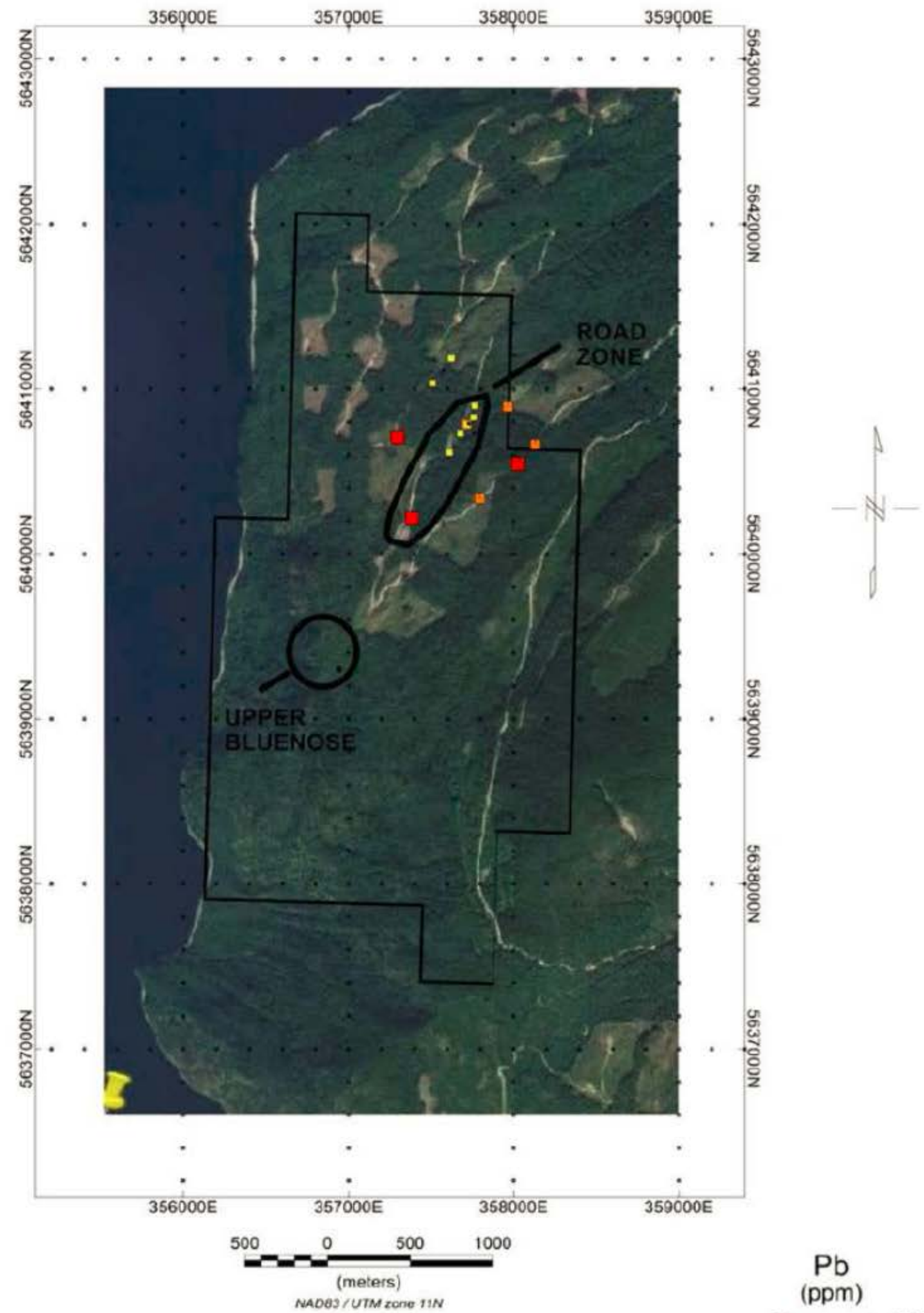
Projection NAD 83 Zone 11

Figure 9. Silt Geochemistry Silver



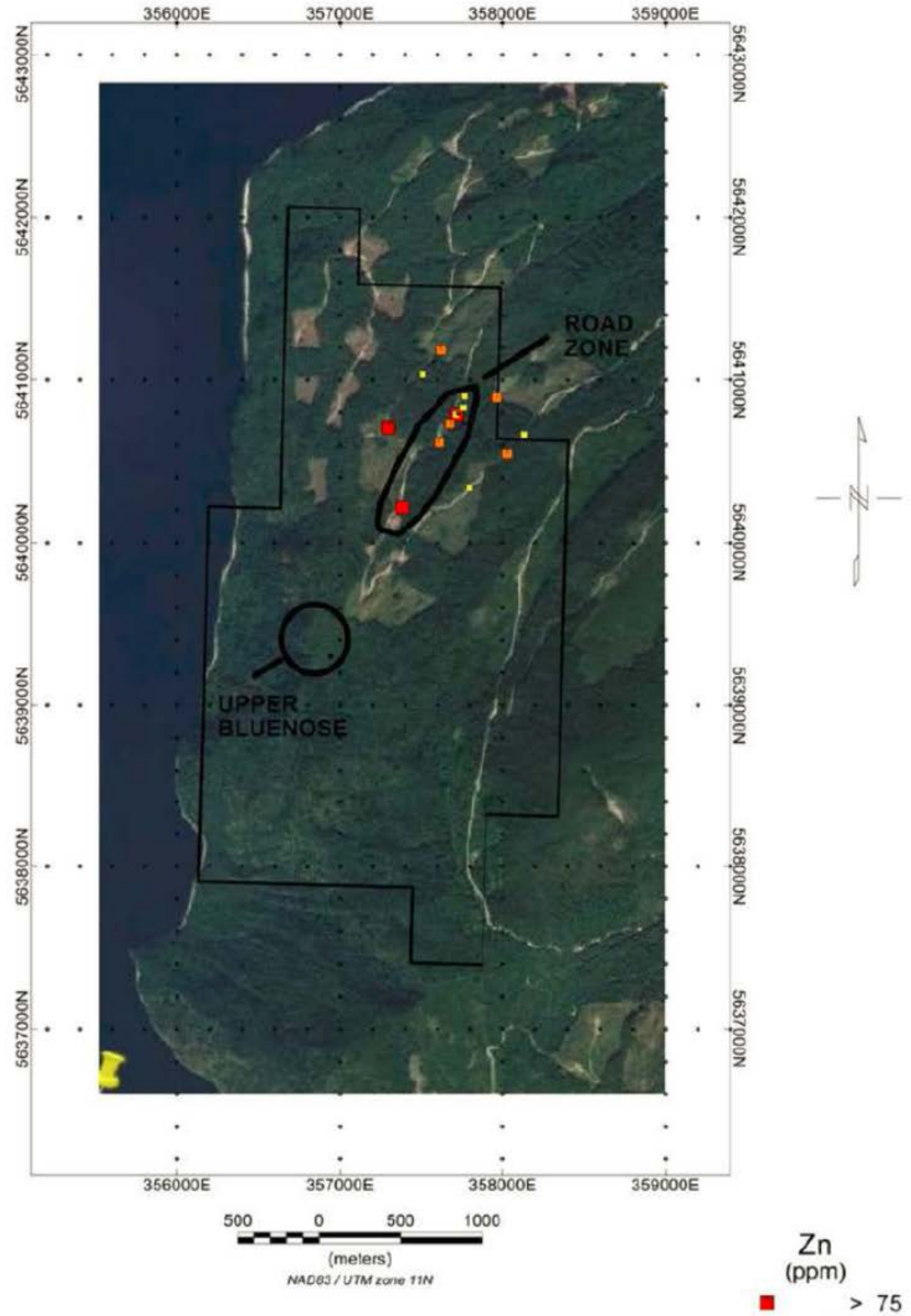
Projection NAD 83 Zone 11

Figure 10. Silt Geochemistry Copper



JNC RESOURCES INC
TRIPLE 9 PROPERTY
SILT GEOCHEMISTRY LEAD

Figure: 11



JNC RESOURCES INC
TRIPLE 9 PROPERTY
SILT GEOCHEMISTRY ZINC

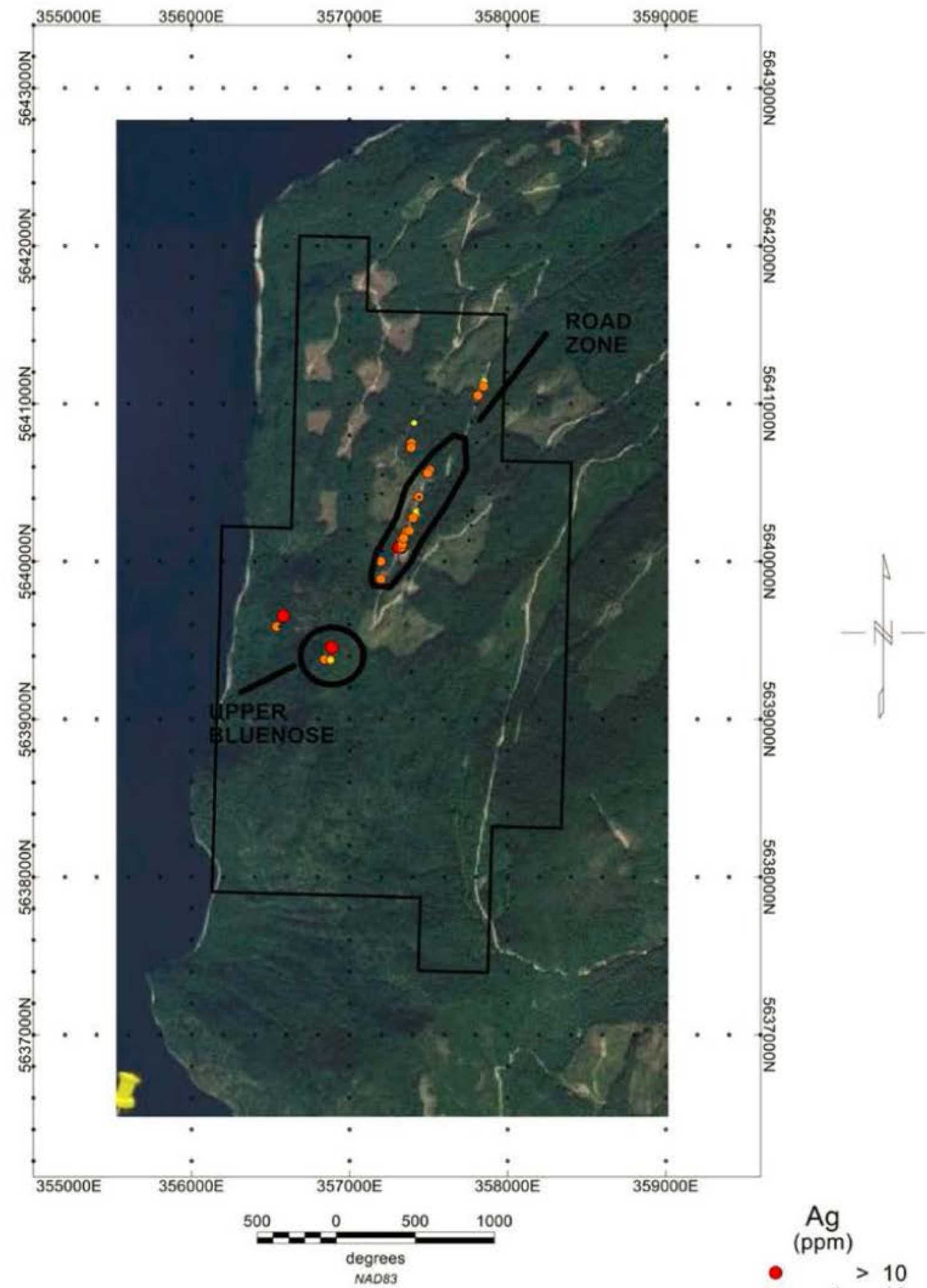
Figure: 12

Sample	Description	Type	m length	Ag ppm	Cu ppm	Pb ppm	Zn ppm
TRC-2	gneiss 3cm wide qyz vein	grab		2.59	222	12.5	125
TRC-3	breccia with gneiss	grab		6.82	1855	3.6	110
TRC-35	Qtz Vein Chalco Pyrhrotite	grab		0.64	893	2.1	30
TRC-36	Qtz Vein Chalco Pyrhrotite	grab		0.8	1305	3.6	30
TRC-37	Qtz Vein Chalco Pyrhrotite	grab		1.06	1590	4.7	73
TRC-50	Altered Gneiss Minor Mal Stain fe alt	grab		1.78	511	6.9	37
TRC-51	Minor Qtz Vein in Gneiss minor Mal Chal	grab		9.64	2940	1.9	81
TRC-52	Brecciated Quartz Sericite large frag 3 to 15cm	grab		0.4	102	12.6	40
TRC-53	Qtz Vein vugs and pyrite wetahered pyrites fe alt	grab		0.64	699	0.7	11
TRC-54	fe alt gneiss minor mal on fractures diss pyr	grab		0.61	1165	2.1	76
TRC-55	Alt Gneiss with qtz breccia /Shear pyrite mn chal/sphal	float/close		1.56	3760	3.3	75
TRC-56	Alt Gneiss with qtz breccia /Shear pyrite mn chal/sphal	float/close		0.76	1665	1.4	61
TRC-57	Alt Gneiss with qtz breccia /Shear pyrite mn chal/sphal	float/close		1.08	2550	4.1	68
TRC-58	Qtz Flooded breccia mn chal/gal/azu/mal	grab		83.2	12300	9720	7910
TRC-59	Qtz Flooded breccia mn chal/gal/azu/mal	grab		62.3	9290	4130	2650
RK-187	No description	grab		1.22	1355	5.1	72
RK-188	No description	grab		0.78	697	28.1	48
Y003001	RZCH8	channel	2.1	0.61	453	2.3	40
Y003002	RZCH8D	channel	2.1	0.6	1215	2.2	69
Y003003	RZCH9	channel	2	1.01	804	5	61
Y003004	RZCH10	channel	2.1	1.23	375	4.5	37
Y003005	RZCH11	channel	1.8	0.42	570	1.5	74
Y003383	RZ CH1	channel	0.5	0.9	1105	3.1	93
Y003384	RZ CH1	channel	0.4	0.51	1270	4.2	112
Y003385	RZCH2	channel	0.4	8.17	1410	7.2	92
Y003386	RZCH2	channel	0.5	2.78	571	5.6	44
Y003387	RZCH2	channel	0.5	19.1	2240	9.4	145
Y003389	RZCH3	channel	0.55	1.1	1270	3.5	78
Y003390	RZCH3	channel	0.45	0.97	1125	2	54
Y003391	RZCH3	channel	0.3	4.85	774	4.2	59
Y003392	RZCH4	channel	0.4	0.69	535	2.4	45
Y003393	RZCH4	channel	0.3	0.62	389	2	36
Y003394	RZCH4	channel	0.2	0.56	619	2.9	75
Y003395	RZCH4	channel	0.4	1.47	427	3	80
Y003396	RZCH4	channel	0.1	1.15	675	3	87
Y003397	RZCH5	channel	2.3	4.31	2300	3.4	81
Y003398	RZCH6	channel	1.4	1.03	2020	3.5	112
Y003399	RZCH7	channel	2.1	1.08	375	2.8	49

Sample	Description	Type	m Length	Ag ppm	Cu ppm	Pb ppm	Zn ppm
TRC-38	Massive Pyrhrotite Qtz breccia fragments mn Chalcopyrite	float		6.43	7250	421	685
TRC-39	Massive Pyrhrotite Qtz breccia fragments mn Chalcopyrite	float		6.14	2440	652	3820
TRC-40	Massive Pyrhrotite Qtz breccia fragments mn Chalcopyrite	float		1.96	2150	108	15850
TRC-41	Massive Pyrhrotite Qtz breccia fragments mn Chalcopyrite	float		5.56	3770	460	1740
TRC-42	Massive Pyrhrotite Qtz breccia fragments mn Chalcopyrite	float		6.07	4090	596	3640
TRC-43	Mass Pyrhrotite Vein with qtz breccia altered	grab		1.15	469	23.8	34
TRC-44	Mass Pyrhrotite Vein with qtz breccia altered	grab		2.12	1610	17.1	39
TRC-45	Altered Qtz breccia mass pyrite	grab		0.9	1340	19.9	19
TRC-46	Gabbro Dyke Malachite fractures	grab		0.7	907	4.7	122
TRC-47	Qtz Vein minor Mal	grab		0.11	77	0.7	12
TRC-48	Qtz Crackle Breccia hvy Chalco mn bornite pyrite	grab		12.1	14050	4.3	430
TRC-49	Qtz Crackle Breccia hvy Chalco mn bornite pyrite	grab		14.8	16550	5.7	421

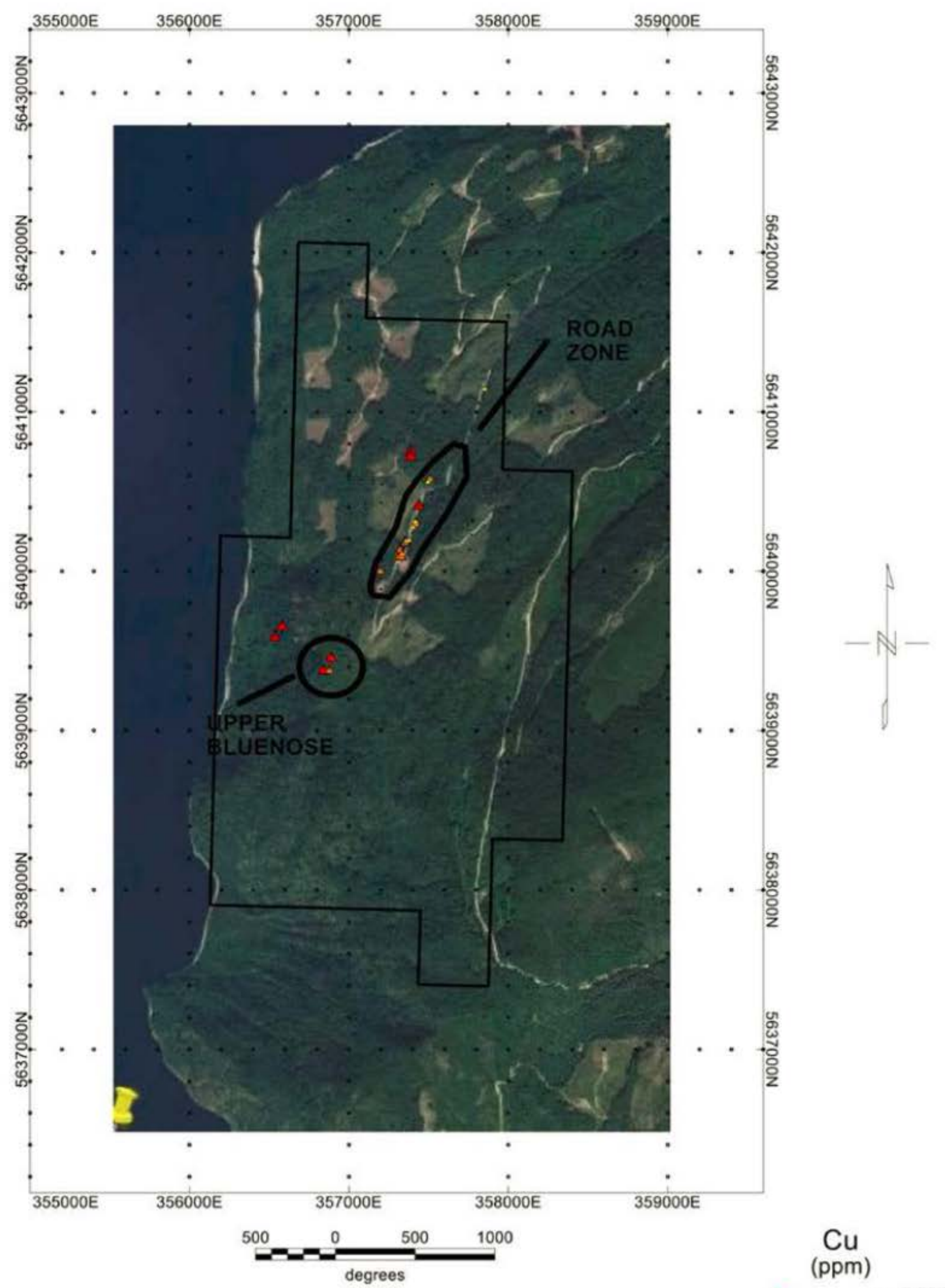
Sample	Description	Type	m length	Ag ppm	Cu ppm	Pb ppm	Zn ppm
TRC-1	Qtz vein fe altered	grab		0.04	9.2	2.8	3
TRC-4	altered gneiss mass pryite	grab		0.21	119.5	1.2	12
TRC-5	fe altered qtz	float		0.1	110.5	0.6	7
TRC-6	fe altered qtz	float		0.05	22.4	0.1	3
TRC-7	fe altered qtz	float		0.01	22.8	0.2	3
TRC-8	fe altered qtz / mass pyrite	grab		0.24	199.5	1.4	25
TRC-9	gneiss fe alt / pyrite	grab		0.04	30	8.6	41
TRC-10	gneiss fe alt / pyrite	grab		0.09	124	0.6	27
TRC-11	Qtz Vein Malachite and Azurite	grab		0.23	85.2	0.1	3
TRC-12	Qtz Vein Malachite and Azurite	grab		1.28	5350	2.5	310
TRC-13	Qtz Vein Malachite and Azurite fe altered	grab		3.86	2600	2.8	78
TRC-14	Qtz vein Pyrite	grab		0.8	266	0.8	7
TRC-18	paragneiss	grab		0.1	142	2.8	31
TRC-19	Tufa by Creek	grab		0.06	46.9	0.4	8
TRC-20	Qtz	float		0.22	446	4.1	91
TRC-21	Qtz	float		0.26	106.5	1	10
TRC-22	Tufa	grab		0.01	5.4	0.1	6
TRC-23	Qtz Vein pryite fe alt	grab		0.06	14.7	3.1	6
TRC-24	Gash Qtz Vein Barren	grab		0.05	27.7	3.8	12
TRC-25	barren Qtz Vein	grab		0.01	4.3	0.6	3
TRC-26	gneiss Barren	grab		0.06	26.5	2.6	24
TRC-27	Gash Qtz Vein Slightly alt fe minor pyrite	grab		0.01	3.9	0.5	3
TRC-28	Qtz Vein	grab		0.01	2	0.7	7
TRC-29	Qtz Slightly altered fe	grab		0.01	3.3	0.7	4
TRC-30	Fe Alt Qtz	grab		0.05	3.2	1.2	2
TRC-31	Fe Alt Gneiss Pyrite	grab		0.1	11	1.8	117
TRC-32	Sugary Qtz By Qtz deposit	grab		0.01	1.8	0.7	21
TRC-33	Altered Gneiss	grab		0.94	575	5.6	30
TRC-34	Altered Gneiss	grab		1.12	268	3.9	33

848	blackened oxidized meta volcanic with disseminated silver sulfide	float		4.54	3600	12	116
849	meta volcanic with minor stringers of and blebs of Pyrite, Pyrhotite	grab		0.12	78	1.9	50
850	gniess with 3cm qtz vein contains coarse euhedral py crystals <2mm	float		0.03	40	1.9	28
851	coarse gniess with disseminated pyrite	float		35.2	12350	6.4	63700
Y003006	crystalized quartz vein	grab		139	22600	6330	1800



JNC RESOURCES INC
TRIPLE 9 PROPERTY
ROCK GEOCHEMISTRY SILVER

Figure: 13

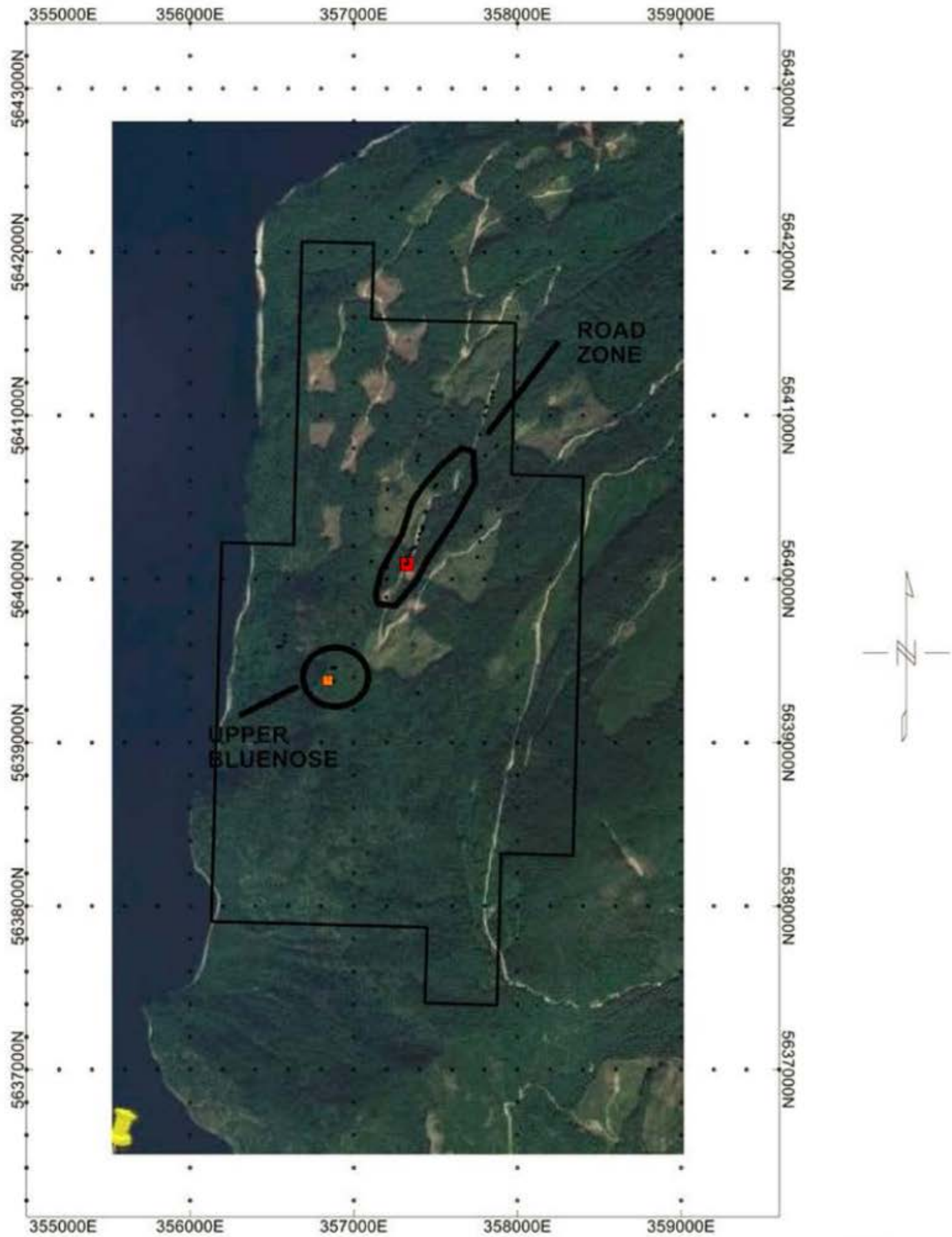


JNC RESOURCES INC

TRIPLE 9 PROPERTY

ROCK GEOCHEMISTRY COPPER

Figure: 14



500 0 500 1000

degrees

NAD83

JNC RESOURCES INC

TRIPLE 9 PROPERTY

ROCK GEOCHEMISTRY LEAD

Pb (ppm)

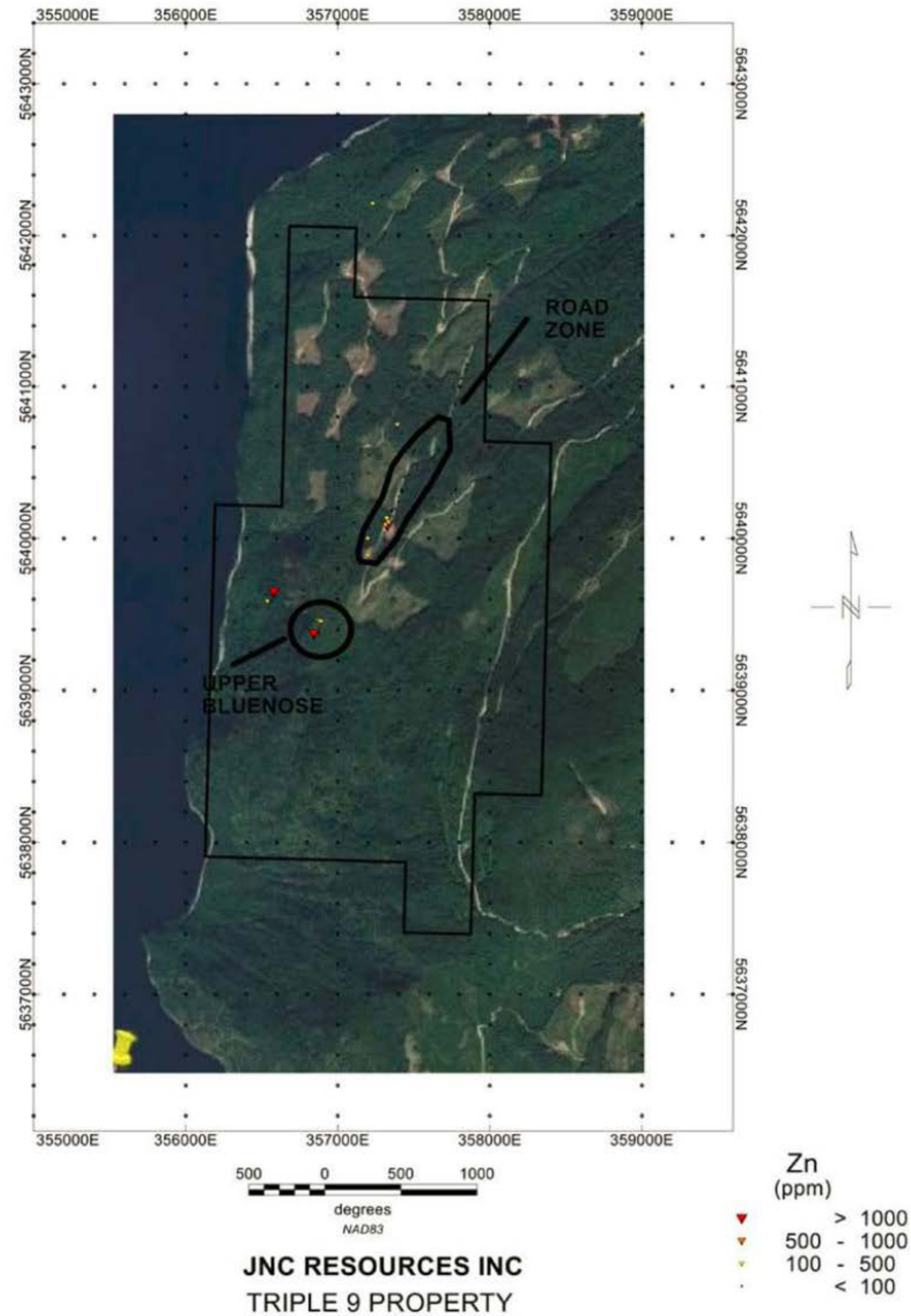
> 1000

500 - 1000

100 - 500

< 100

Figure: 15

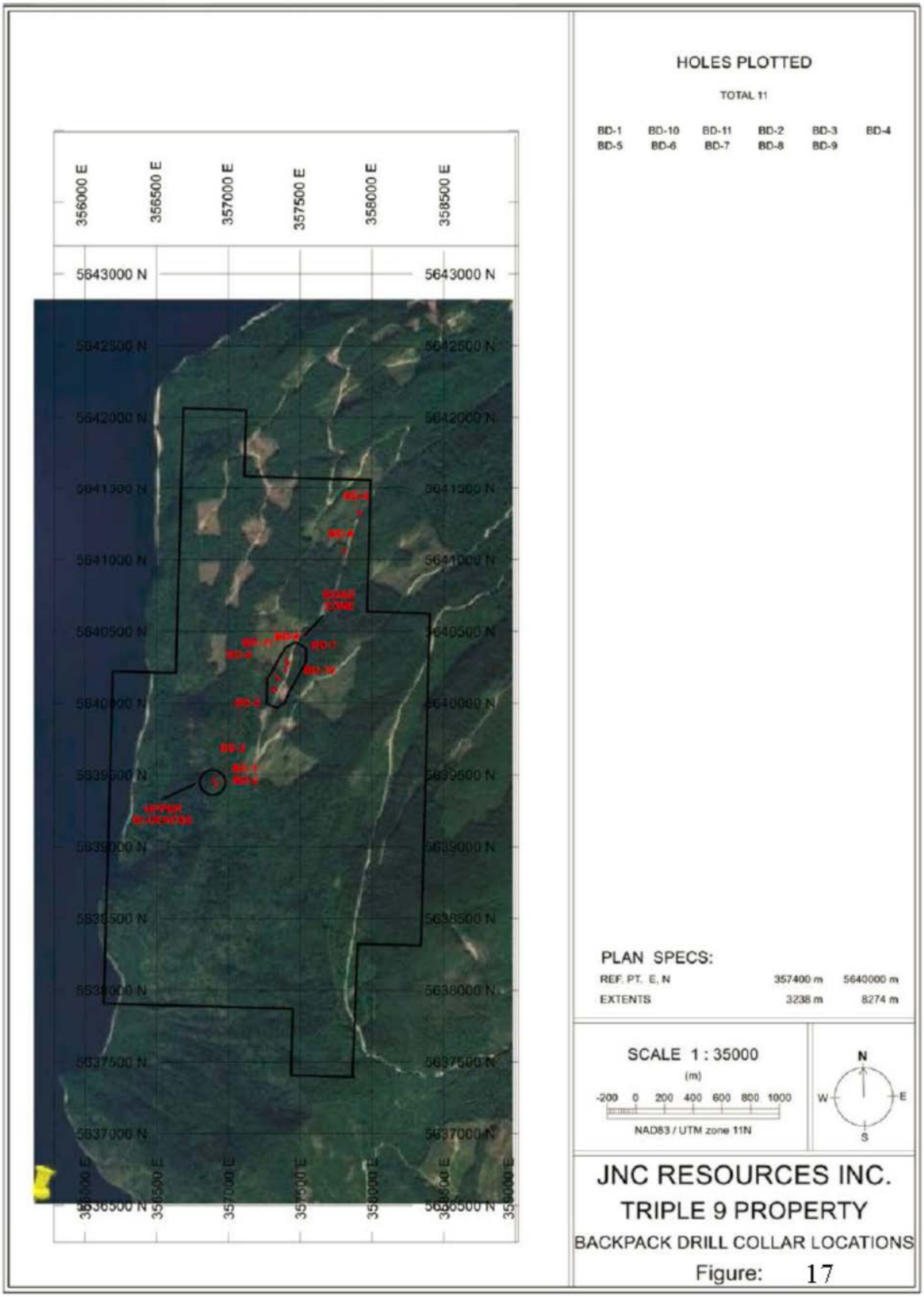


JNC RESOURCES INC
TRIPLE 9 PROPERTY
ROCK GEOCHEMISTRY ZINC

Figure: 16

DRILLING

In addition to the ground geochemistry program the Corporation employed a backpack diamond drill program over areas that hosted visible mineralization. A total of 11 holes were drilled in an attempt to test the mineralized areas for continuity. See Figure 17 below. The backpack drill is capable of drilling to depths of up to 6 meters although on this program the drilling only tested to depths of 1.83 meters. The drill is capable of recovering drill core of 33 mm in diameter. The drill can be oriented at angles ranging 0 to 90° to the horizontal. For this program holes were generally drill between 80° and 90° to the horizontal. Drill core was sampled every 0.305 metres (1 foot) interval. Due to poor recovery, no technical logs were generated and cursory geological descriptions taken. Due to the shallow depths drilled no down-hole surveys were attempted. The core from the drilling was placed in a 3mill plastic sample bag with the drill hole number and interval written on the bag.



The Backpack drill returned significant results from holes BD-1 and BD-2 drilled at the Bluenose showing: returning 6.37g/t Ag and 0.32% Cu over 1.22 metres and 7.94g/t Ag and 0.24% Cu over 1.83 metres, respectively. Drill holes BD-4, BD-5 and BD-6 drilled at the Road zone returned 10.25 g/t Ag, 0.13% Cu, 0.20% Pb and 0.11% Zn over 0.305 metres 6.32g/t Ag, 0.074% Cu 0.18%Pb and0.057% Zn over 0.61 metres and 8.47g/t Ag, 0.14% Cu,0.32% Pb and 0.12% Zn over 0.305 metres, respectively. **(Note the reported results are reported over intercept lengths and are not true widths).**

The location of the collars of the backpack drilling are shown on Figure 17, while the results from such drilling are shown in Table 5.

The Backpack drill program was successful in intersecting anomalous mineralization at both the upper Bluenose and Road showings. While the drill could not penetrate to sufficient depths to determine the ultimate thickness of a particular zone, it did demonstrate that the mineralization can be measured to intercept lengths of 1.83 metres.

SAMPLE PREPARATION, ANALYSIS AND SECURITY

At the end of the field day, all samples were brought back to town. The soil and stream sediment samples were put in sequence and placed 12 to 15 in a 13 by 18 poly bag. Three poly bags were then placed in a rice bag. Standard reference material packaged in a kraft styled paper bag, was also placed in the rice bag. The bag was then zap strapped and stored in the project manager's motel room. Since these were preliminary surveys no sample splitting or reduction was necessary. Drill core samples were given a corresponding paper sample tag and the interval and hole number, and paper tag number were noted and recorded in a field book. All samples were delivered to the ALS Minerals Laboratory either in Kamloops or in North Vancouver, British Columbia by JNC personnel. ALS Canada Ltd. is an ISO/IEC 17025:2005 certified facility. ALS Minerals is independent of both JNC and the Delorme group.

All samples are logged in the tracking system, weighed and dried. Silt and soil samples are first dried at 60°C and then dry-sieved using a 180 micron (Tyler 80 mesh) screen. Rock samples are finely crushed to better than 70 % passing a 2 mm (Tyler 9 mesh, US Std. No.10) screen after which a split of up to 250 g is taken and pulverized to better than 85 % passing a 75 micron (Tyler 200 mesh, US Std. No. 200) screen. A 30gm sub-sample of the pulverized rock sample pulp is leached with 90ml or 180ml of 2-2-2 HCl-HNO3-H2O solution at 95oC for one hour, followed by dilution to 300ml or 600ml and 41 element ICP-MS.

Standards from CDN Resource Labs were inserted at random intervals for the soil and rock sampling program. Nothing out of the ordinary was noted in the standard analyses providing confidence in the analyses provided by the ALS.

The Author feels the sample preparation, security and analytical procedures for the 2019 sampling survey on the Triple 9 property were adequate for the exploration program.

DATA VERIFICATION

The Author viewed soil sample locations and verified the locations of soil and rock samples with a hand held gps during his field visit. The Author reviewed the claim data on Mineral titles online on July 17, 2019. The Author is satisfied with the sampling protocols and procedures. A review of the assay data shows no irregularities in the Author's opinion.

The Author is therefore satisfied that the data is adequate for the exploration programs it supports for the purpose of this technical report.

MINERAL PROCESSING AND METALLURGICAL TESTING

There has been no mineral processing or metallurgical testing undertaken on the Property.

MINERAL RESOURCE ESTIMATES

There are presently no mineral resources on the Property.

ADJACENT PROPERTIES

The Report did not rely on data from adjacent properties.

OTHER RELEVANT DATA AND INFORMATION

There is no additional relevant data or information known that is not disclosed on the Property.

INTERPRETATION AND CONCLUSIONS

The Author concludes the geological setting of the Triple 9 property is in an environment conducive to the potential discovery of an economic massive sulfide mineralization.

The JNC Triple 9 project is underlain by rocks of the Eagle Bay Assemblage which hosts a number of Kuroko type massive sulfide deposits. The soil exploration program conducted by JNC has identified a broad 2200 meter long geochemical trend which is anomalous in Silver, Copper, Lead and Zinc. Coincidental with the soil anomaly two mineralized zones the Upper Bluenose showing and the Road zone occur within this soil trend. The rock sampling has returned significant assays of Silver, Copper and Zinc occurring in massive sulfide lenses, pods and in breccias related to quartz veins which is suggestive of Kuroko styled mineralization.

The Author is not aware of any significant risks or uncertainties that could reasonably be expected to affect the reliability or confidence in the exploration information.

RECOMMENDATIONS

The initial sampling programs have successfully identified a broad geochemical anomaly with coincidental anomalous rock geochemistry. A 3 dimensional induced polarization survey is recommended to aid in identifying and outlining conductive zones occurring within the geochemical trend. In conjunction to the IP survey the Corporation should conduct backhoe trenching of coincidental geophysical and geochemical anomalies. The cost of this program is estimated at $125,000.

Recommended Phase 1 Geophysical Program

Geologist project supervision 10 days @ $900 per day	$9,000
Geotech 10 days @ $500 per day	$5,000
Grid preparation and line cutting	$25,000
3D IP survey	$10,000
Backhoe 5 days @ $2,000 per day	$10,000
Rock analysis	$8,500
Reporting	$7,500
Contingency	$10,000
Total	**$125,000**

USE OF PROCEEDS

FUNDS AVAILABLE

It is estimated that the net proceeds to be received by the Corporation from the Offering, after deduction of the Offering and listing expenses, will be approximately $80,000 if the Minimum Offering is completed and $125,000 if the Maximum Offering is completed. These funds will be combined with the Corporation’s existing working capital balance of approximately $172,900 as at August 31, 2019, for total available funds of $252,900 in the event of the Minimum Offering and $297,900 in the event of the Maximum Offering.

This Offering is subject to the completion of a minimum subscription of 1,000,000 Shares ($200,000). In the event such subscriptions are not attained within 90 days of the issuance of the final receipt for this Prospectus or, if a receipt is issued for an amendment to this Prospectus, within 90 days of the issuance of such receipt and, in any event, not later than 180 days from the date of the receipt for the Prospectus, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

The Corporation had negative cash flow from operations in its most recently completed financial year.

PRINCIPAL PURPOSES

The principal purposes for which the funds available to the Corporation upon completion of the Offering will be as follows:

Principal Purpose	Minimum Offering	Maximum Offering
To complete Initial Work Program on the Triple 9 Property as Recommended in the Report[1] (1)	$125,000	$125,000
To Cover Estimated Administrative Expenses for Ensuing 12 Months[2]	$107,000	$112,000
Unallocated Working Capital	$20,900	$60,900
Totals	$252,900	$297,900

Notes:
(1) See “Recommendations” above under “General Development of the Business.
(2) Such expenses include professional fees, regulatory fees, management fees, and transfer agent fees. See table immediately below.

Subject to, and upon the completion of the Offering, the Corporation’s working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Administrative expenditures for the following twelve months are comprised of the following:

Administrative Expenditures for 12 Months	Budget if Minimum Offering is completed	Budget if Maximum Offering is completed
Transfer Agent	$6,000	$6,000
Legal, Exchange, Corporate Registry Filings – Fees & Disbursements	$10,000	$15,000
Accounting & Audit (incl annual Sedar fees)	$10,000	$10,000
Office & Miscellaneous	$15,000	$15,000
Management Fees	$66,000	$66,000
TOTALS:	$107,000	$112,000

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

UNALLOCATED FUNDS

Unallocated funds from the Offering and from the exercise of any Agent’s Options will be added to the working capital of the Corporation and will be expended at the discretion of management.

STATED BUSINESS OBJECTIVES AND MILESTONES

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

- Obtain a listing of the Common Shares on the Exchange; and
- Complete the proposed exploration program on the Triple 9 Property as recommended in the Report.

The listing of the Corporation on the Exchange is anticipated to occur in conjunction with the completion of the Offering, subject to the Corporation fulfilling all of the requirements of the Exchange. The exploration program in accordance with the Report is expected to commence shortly after completion of the Offering, and is estimated to be completed within 12 months. See "Use of Proceeds - Principal Purposes".

DIVIDENDS OR DISTRIBUTIONS

The Corporation has not paid dividends since its incorporation. While there are no restrictions precluding the Corporation from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. As such, the Corporation does not anticipate the payment of dividends in the foreseeable future. At present, the Corporation's policy is to retain earnings, if any, to finance its business operations. The payment of dividends in the future will depend upon, among other factors, the Corporation's earnings, capital requirements and operating financial conditions.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

SUMMARY OF FINANCIAL INFORMATION

The following table sets forth summary financial information for the Corporation for the period from incorporation on April 1, 2019 to July 31, 2019. This information has been summarized from the Corporation's financial statements and should only be read in conjunction with the Corporation's financial statements, including the notes thereto, included elsewhere in this Prospectus.

	For the period from Incorporation on April 1, 2019 to July 31, 2019
Total Revenues	Nil
Exploration Expenditures	$111,386
Management Fees	$22,000
Professional Fees	$5,954
Administrative Expenses	$4,250
Travel and Business Development	$121
Foreign Exchange Gain	$3,392
Net Loss & Comprehensive Loss for the Period	$140,319
Basic & Diluted Loss per Share	$0.02
Total Assets	$246,326
Working Capital	$179,681
Long-Term Liabilities	Nil
Dividends per Share	Nil

MANAGEMENT DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("**MD&A**") of the operating results and financial position of the Corporation should be read in conjunction with the audited financial statements and related notes for the period from incorporation to July 31, 2019. The financial statements are included in this Prospectus and should be referred to when reading this disclosure. The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The information contained within this MD&A is current to September 4, 2019.

Results of Operations

The following table summarizes selected information from the Corporation's audited financial statements for the period from incorporation on April 1, 2019 to July 31, 2019:

	From incorporation on April 1, 2019 to July 31, 2019 (Audited)
Net revenues	$Nil
Comprehensive loss	($140,319)
Total assets	$246,326
Total long term liabilities	$Nil
Dividends	$Nil
Loss per share	($0.02)

The Corporation incurred a net loss of $140,319 during the period from incorporation to July 31, 2019. The majority of the loss was due to exploration expenditures of $111,386 incurred on the Triple 9 Property as well as management fees of $22,000, professional fees of $5,954 and administration fees of $4,250.

Outstanding Securities

Common Shares

As at July 31, 2019, the Corporation's share capital was comprised of 16,150,000 Common Shares issued and outstanding.

In April 2019, the Corporation issued 3,000,000 common shares at $0.01 for gross proceeds of $30,000.

In April 2019, the Corporation issued 150,000 common shares at a fair value of $0.025 per share per the Triple 9 Option Agreement described above.

In July 2019, the Corporation completed a 13,000,000 Unit private placement financing at $0.025 per Unit for gross proceeds of $325,000. Each Unit consisted of a Share and a whole Warrant, each Warrant entitling the holder to purchase an additional Share for an exercise price of $0.10 per Share up to five years from issuance.

Incentive Stock Options

At July 31, 2019, no incentive stock options have been issued.

Share Purchase Warrants

At July 31, 2019, the Corporation had the following share purchase warrants outstanding enabling holders to acquire the following common shares of the Corporation:

Number	Exercise Price	Expiry Date
13,000,000	$0.10	July 17, 2024

Liquidity and Capital Resources

The Corporation raised $355,000 during the period from incorporation to July 31, 2019 by way of private placements.

As at July 31, 2019, the Corporation had cash of $201,156 and working capital surplus of $179,681.

As the Corporation will not generate funds from operations for the foreseeable future, the Corporation is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Corporation has funded limited operations through the issuance of equity securities on a private placement basis. This has permitted the Corporation to carry out limited exploration on the Triple 9 Property and address preliminary costs associated with the IPO.

The Corporation is expected to experience negative cash flow indefinitely. Funds on hand combined with funds raised in the IPO are expected to fund the Corporation's operations for the next 12 months and the work program recommended by the 43-101 Report. The Corporation cannot offer any assurances that expenses will not exceed management's expectations. The Corporation will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

Although the Corporation currently has limited capital resources, management believes that, following completion of the IPO, the Corporation will not have to rely upon the sale of its equity and/or debt securities required to fund operations for the immediate next 12 months.

Contractual Obligations

The Corporation is subject to certain contractual obligations associated with the Triple 9 Option Agreement as described in the Mineral Property section above. The future cash obligations related to the agreement are summarized as follows:

i. $100,000 on or before the one year anniversary of the date of the Corporation's IPO;
ii. $300,000 on or before the second year anniversary of the date of the Corporation's IPO;
iii. $600,000 on or before the third year anniversary of the date of the Corporation's IPO;

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Corporation had the following transactions with related parties during the period from incorporation to July 31, 2019:

i. Paid or accrued management fees of $16,000 to a private company controlled by the CEO of the Corporation;
ii. Paid or accrued fees of $6,000 for the CFO's services to an unrelated private company;

iii. Paid or accrued costs of $62,157 for geological services and expenses to a private company controlled by the CEO of the Corporation; and
iv. Paid or accrued costs of $12,363 for geological services and expenses to a director of the Corporation.

At July 31, 2019, accounts payable and accrued liabilities included $23,350 owed to related parties of the Company.

Off Balance Sheet Arrangements

The Corporation has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Corporation.

Accounting Policies

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amount of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgement on matters which are inherently uncertain. Details of the significant accounting policies can be found in Note 3 of the audited financial statements for the period from incorporation to July 31, 2019.

Outstanding Share Data – as at September 4, 2019

	Number	Price	Weighted Average Remaining Life in Years
Issued shares	16,150,000		
Share purchase warrants	13,000,000	$0.10	4.87
Fully Diluted	29,150,000		

Additional Disclosure for Junior Issuers

The Company anticipates that its estimated working capital of $172,900 as at August 31, 2019 will fund operations for the next 12-month period. Management estimates that the total operating costs necessary for the Company to achieve its stated business objective during the next 12-month period will be $232,000 leaving unallocated working capital of $20,900 if the Minimum Offering is completed and operating costs of $237,000 leaving unallocated working capital of $60,900 if the Maximum Offering is completed. The operating costs necessary for the Company to achieve its stated business objectives consist of $125,00 to carry out the exploration program on the Triple 9 Property and $107,000 for administrative costs in case only the Minimum Offering is completed, or $112,000 for administrative costs if the Maximum Offering is completed. Pursuant to the terms of the Option Agreement, the Company is not required to incur a set minimum in exploration expenditures. Other than the costs stated above the Company does not anticipate incurring any other material capital expenditures during the next 12 month period.

DESCRIPTION OF SECURITIES DISTRIBUTED

COMMON SHARES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 16,150,000 Common Shares are issued and outstanding as fully paid and non-assessable. The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the board of directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, 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 Corporation, the remaining property and assets of the Corporation. The Common Shares do not carry any pre-emptive, subscription, conversion or redemption rights, nor do they contain any sinking or purchase fund provisions.

AGENT'S OPTIONS

The Corporation has also agreed to grant to the Agent the Agent's Options entitling the Agent or selling group members as the case may be, to purchase that number of Common Shares as is equal to 10% of the number of Shares sold pursuant to the Offering. The distribution of the Agent's Options to the Agent is qualified under this Prospectus. See "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Corporation's capitalization since July 31, 2019 and after giving effect to the Offering. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Security	Authorized Number	Number Outstanding as of July 31, 2019	Number Outstanding as of the Prospectus Date	Number Outstanding if the Minimum Offering is Completed	Number Outstanding if the Maximum Offering is Completed
Common Shares	Unlimited	16,150,000	16,150,000	17,150,000[1]	17,400,000[1]
Stock Options	N/A	Nil	Nil	Nil	Nil
Share Purchase Warrants[2]	N/A	13,000,000	13,000,000	13,000,000	13,000,000
Agent's Options[3]	N/A	Nil	Nil	100,000	125,000

[1] Number is on a non-diluted basis. Does not include the up to 13,000,000 Common Shares issuable upon exercise of the Private Placement Warrants, the 1,900,000 Common Shares issuable pursuant to the Option Agreement, or the Common Shares issuable on exercise of the Agent's Options.
[2] There are 13 million Private Placement Warrants exercisable at $0.10 per Common Share until July 17, 2024.
[3] The Agent will receive Agent's Options equal to 10% of the Shares sold in the Offering, exercisable at $0.20 per Common Share until 24 months from the Closing Date.

FULLY DILUTED SHARE CAPITALIZATION

Common Shares	Minimum Offering		Maximum Offering	
	# of Common Shares	% of Total	# of Common Shares	% of Total
Issued and Outstanding as at the date of this Prospectus	16,150,000	50.23%	16,150,000	49.8%

Shares reserved for issuance pursuant to the Offering	1,000,000	3.11%	1,250,000	3.86%
Common Shares reserved for issuance upon the exercise of the Private Placement Warrants	13,000,000	40.44%	13,000,000	40.09%
Common Shares reserved for issuance upon exercise of the Options	Nil	0.00%	Nil	0.00%
Common Shares reserved for issuance upon exercise of the Agent's Options	100,000	0.31%	125,000	0.38%
Common Shares reserved for issuance pursuant to Option Agreement	1,900,000	5.91%	1,900,000	5.86%
Total Fully Diluted Share Capitalization after the Offering	32,150,000	100%	32,425,000	100%

OPTIONS TO PURCHASE SECURITIES

STOCK OPTION PLAN

The Stock Option Plan was adopted by the Corporation's board of directors on September 1, 2019. The purpose of the Stock Option Plan is to advance the interests of the Corporation and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Corporation of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Corporation by ownership of its stock. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Corporation at the time of granting of options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of stock options awarded under the Stock Option Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of options granted under the Stock Option Plan in any 12 month period to any one person (including Associates and Affiliates), together with all other security based compensation arrangements of the Corporation, must not exceed 5% of the then issued and outstanding Common Shares of the Corporation on a non-diluted basis.

The Stock Option Plan will be administered by the board of directors of the Corporation or by a special committee 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 or consultants of the Corporation or its subsidiaries, if any, as the board of directors may, from time to time, designate. Options may also be granted to employees of management companies providing management services to the Corporation. The exercise price of any options granted under the Stock Option Plan shall be determined by the board of directors, subject to the approval of the Exchange if necessary but in no event may this exercise price be lower than the exercise price permitted by the Exchange.

The term of any options granted under the Stock Option Plan shall be determined by the board of directors at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any options granted under the Stock Option Plan may not exceed ten (10) years.

If desired by the board of directors, options granted under the Stock Option Plan may be subject to vesting. Options granted under the Stock Option Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Corporation ceases to hold office or ceases to be a management company employee, options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the board of directors of the Corporation. In the event of death of an option holder, options granted under the Stock Option Plan expire one year from the date of the death of the option holder.

Should the expiry date of an option fall within a period during which the relevant participant is prohibited from exercising an option due to trading restrictions imposed by the Corporation pursuant to any policy of the Corporation respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine (9) business days following the expiration of a Black Out Period, such expiry date of the option shall be automatically extended without any further act or formality to that date which is the tenth (10^{th}) business day after the end of the Black Out Period, such tenth (10^{th}) business day to be considered the expiry date for such option for all purposes under the Plan. The ten (10) business day period may not be extended by the Corporation's board of directors.

OUTSTANDING OPTIONS

The Corporation, as of the date hereof, had no stock options outstanding and there will be no stock options outstanding as of the Listing Date.

AGENT'S OPTIONS

The Corporation has agreed to issue Agent's Options for the purchase of up to that number of Common Shares as is equal to 10% of the Shares of the Corporation sold pursuant to the Offering, exercisable at a price of $0.20 per Common Share for a period of 24 months from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Corporation since incorporation:

Date	Type of Security	Price per Security	Number of Securities	Reason for Issuance
April 1, 2019	Common Shares	$0.01	3,000,000	Seed Shares
April 22, 2019(1)	Common Shares	$0.025	150,000	Property Option
July 17, 2019(2)	Units	$0.025	13,000,000	Private Placement
			16,150,000	

(1) Initial tranche of Common Shares issued in connection with the Option Agreement. Indicates a deemed price per Common Share for these Common Shares issued pursuant to the Option Agreement.

(2) Each Unit consisted of one Common Share and one Private Placement Warrant. Each Private Placement Warrant is exercisable for one additional Common Share at an exercise price of $0.10 for a period of 5 years commencing on the Closing Date.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

ESCROWED SECURITIES

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities owned or controlled by Principals, including Common Shares, are subject to the escrow requirements.

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

(a) Directors and senior officers of the Corporation, as listed in this Prospectus;

(b) Promoters of the Corporation during the two years preceding this Offering;

(c) Those who own and/or control more than 10% of the Corporation's voting securities immediately before and after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;

(d) Those who own and/or control more than 20% of the Corporation's voting securities immediately before and after completion of this Offering; and

(e) Associates and affiliates of any of the above.

The Principals of the Corporation are all of the directors and senior officers of the Corporation.

Pursuant to the Escrow Agreement to be entered into between the Corporation, Odyssey Trust Company (the "**Escrow Agent**") and various Principals of the Corporation, the Principals agree to deposit in escrow the Shares and Warrants held by them (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal's Escrowed Securities at six month intervals over the 36 months following the Listing Date, with 10% of each Principal's holdings being released on the Listing Date.

The Corporation is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators. If the Corporation achieves "established issuer" status during the term of the Escrow Agreement, it will "graduate," resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established issuers, as if the Corporation had originally been classified as an established issuer.

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

1. transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Corporation's Board;

2. transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

3. transfers upon bankruptcy to the trustee in bankruptcy; and

4. pledges to a financial institution as collateral for a bona fide loan, provided that upon a realization

the securities remain subject to escrow. Tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The complete text of the Escrow Agreement will be available for inspection at the offices of the Corporation at Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6.

The following table sets forth details of the issued and outstanding Common Shares of the Corporation that are subject to the Escrow Agreement as of the date of this Prospectus:

Designation of Class	Number of Shares Held in Escrow	Percentage of Class before giving effect to the Offering	Percentage of Class after giving effect to the Minimum Offering(1)	Percentage of Class after giving effect to the Maximum Offering(1)
Common Shares	3,000,000	18.58%	17.49%	17.24%

(1) Assumes 17,150,000 Common Shares outstanding on completion of the Minimum Offering and 17,400,000 Common Shares upon completion of the Maximum Offering.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

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

Name and Municipality of Residence and Position with the Corporation	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Michael Mulberry(1) Squamish, British Columbia Canada *President and Chief Executive Officer and Director*	April 1, 2019	Geo-Tech Contractor	1,000,000 (6.19%)
Warren Robb(1) Vancouver, British Columbia Canada *Director*	April 1, 2019	Project Geologist	1,000,000 (6.19%)

Yana Bobrovskaya[1] Vancouver, British Columbia Canada *Director*	April 1, 2019	Businessperson	1,000,000 (6.19%)
Jonathan Younie Vancouver, British Columbia Canada *Chief Financial Officer and Corporate Secretary*	April 1, 2019	Accountant	Nil

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

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

As at the date of this Prospectus, the directors and officers of the Corporation, as a group, owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 3,000,000 Common Shares of the Corporation, which is equal to 18.58% of the Common Shares currently issued and outstanding.

Michael Mulberry (Age: 53) – President and Chief Executive Officer and Director

Mr. Mulberry has been a Geo-Tech contractor with GeoMinEx Consultants, a private geological consulting firm, since February 2009. Mr. Mulberry has been associated with the mineral exploration and public investment community since the 1990's. Mr. Mulberry has been a director and/or officer of a number of publicly listed companies including Secova Metals Corp., Westkam Gold Corp. (formerly, Encore Renaissance Resources Corp.) and World Organics Inc. and is currently the Chief Financial Officer of Zanzibar Gold Corp. and a director of American Battery Metals Corp. Mr. Mulberry holds a Bachelor of Social Science from the University of Western Ontario and owned his own insurance company in the late 1990's and early 2000's.

As the President and Chief Executive Officer of the Corporation, Mr. Mulberry is responsible for the day-to-day operations, outside contractors and service providers, acquisitions and project development, and of the financial operations of the Corporation in conjunction with the Chief Financial Officer and with outside accounting, tax and auditing firms. Mr. Mulberry anticipates devoting approximately 50% of his working time for the benefit of the Corporation. Mr. Mulberry is not an employee of the Corporation. Pursuant to section 6.3 of the Corporate Consulting Agreement that Mr. Mulberry entered into with the Corporation, Mr. Mulberry has agreed to certain non-competition and non-disclosure provisions.

Warren Robb (Age: 59) – Director

Mr. Robb, B.Sc., P.Geo (1993), has been a project Geologist to, and been active in mineral exploration for, junior mining companies listed on Canadian stock exchanges for approximately 22 years. Mr. Robb has been a director of several junior resource exploration issuers and is currently a director and has been on the audit committee of Nexus Gold Corp. (TSXV listed). Mr. Robb holds a Bachelor of Science degree from the University of British Columbia (1987).

As a Director and chief geologist to the Corporation, Mr. Robb is responsible for the mineral exploration operations of the Corporation, including retaining outside contractors and service providers in connection to such operations. Mr. Robb anticipates devoting approximately 15% of his working time for the benefit of the Corporation. Mr. Robb is an independent contractor with respect to the Corporation. Mr. Robb has not entered into a non-competition and/or a non-disclosure agreement with the Corporation.

Yana Bobrovskaya (Age: 38) – Director

Ms. Bobrovskaya has over ten years of international business experience and has been a director to several junior listed companies. Ms. Bobrovskaya also provides corporate development and communications services to listed companies. Ms. Bobrovskaya is currently a Director and Corporate Secretary of Zadar Ventures Ltd. She was a Director of Secova Metals Corp. from 2012 to 2015. Ms. Bobrovskaya holds a Bachelor of Civil Law degree and a Bachelor of Law degree (LLB) from Voronezh State University, Voronezh, Russia (2011) as well as a Business Administration (Finance) diploma from Camosun College, Victoria (2002).

As a Director to the Corporation, Ms. Bobrovskaya will initially be responsible for corporate communications of the Corporation. Ms. Bobrovskaya anticipates devoting approximately 10% of her working time for the benefit of the Corporation. Ms. Bobrovskaya is an independent contractor with respect to the Corporation. Ms. Bobrovskaya has not entered into a non-competition and/or a non-disclosure agreement with the Corporation.

Jonathan Younie (Age: 50) – Chief Financial Officer

Mr. Younie has been Manager, Corporate Finance and Accounting of New Dawn Holdings Ltd. since July 2006, an investment and financial consulting firm providing administration and financial advisory services to private and public companies. Mr. Younie has been the Chief Financial Officer of the Corporation since April 1, 2019.

Mr. Younie is a Director of Kelly Ventures Ltd., a CPC company listed on the TSXV, the Chief Executive Officer, Chief Financial Officer and Corporate Secretary of Baetis Ventures Ltd., a CPC company listed on the TSXV, the Chief Financial Officer of Condor Resources Ltd., a junior natural resource company listed on the TSXV, and Chief Financial Officer of Earl Resources Limited and Tyner Resources Ltd., both public companies listed on NEX. He is also Chief Financial Officer of Gstaad Capital Corp., a CPC company listed on NEX. From October 2015 to June 2016, he was Chief Financial Officer of Axion Ventures Inc. (formerly Capstream Ventures Inc.), an investment company listed on the TSXV. Mr. Younie has also served as a director and/or officer of a number of other public companies listed on the TSXV/NEX. See "Other Reporting Issuer Experience" below for details. Mr. Younie will devote his time as needed to the Corporation. Mr. Younie has not entered into a non-competition and/or a non-disclosure agreement with the Corporation.

AUDIT COMMITTEE

The board of directors of the Corporation has constituted an audit committee. The audit committee is comprised of Michael Mulberry, Warren Robb and Yana Bobrovskaya (Chair).

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation is, as at the date of this Prospectus, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any person or company, including the Corporation, that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "order") that was issued while the director or executive officer or promoter was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

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

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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, executive officer or shareholder.

Mr. Mulberry was a director of True Zone Resources Inc. when it became subject to a cease trade order issued by the British Columbia Securities Commission on September 1, 2015, and the Ontario Securities Commission on September 30, 2015, for failure to file annual financial statements and management discussion and analysis for the year ended April 30, 2015. The cease trade orders remains in place as at the date of this Prospectus.

Mr. Mulberry was an officer and director of Encore Renaissance Resources Corp. when it became subject to a cease trade order by the British Columbia Securities Commission on March 8, 2010 and by the Alberta Securities Commission on June 17, 2010, for failure to file financial statements. The cease trade order was revoked on August 27, 2010.

Mr. Mulberry was a director and officer of World Organics Inc. when it became subject to a cease trade order on June 2, 2004 for failure to file financial statements. The cease trade order was revoked on August 23, 2011.

Mr. Robb was a director of TTM Resources Inc. when it became subject to a cease trade order issued by the Ontario Securities Commission on Nov 13, 2013 for failure to file, when due, financial statements and management discussion and analysis of such company, and there were subsequent cease trade orders issued by the Alberta Securities Commission and the British Columbia Securities Commission. Mr. Robb resigned from the board of directors of such company in April 2015. The cease trade orders remain in place as at the date of this Prospectus.

PENALTIES OR SANCTIONS

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

PERSONAL BANKRUPTCIES

No director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, nor any personal holding company of any such person 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, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

CONFLICTS OF INTEREST

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

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

DIRECTOR AND EXECUTIVE OFFICER COMPENSATION

Upon becoming a reporting issuer, the Corporation will have two (2) named executive officers, Michael Mulberry, the President and Chief Executive Officer, and Jonathan Younie, the Chief Financial Officer of the Corporation (together, the "**NEOs**"). The Corporation entered into an Executive Consulting Agreement dated effective April 1, 2019. In exchange for his management services as President and Chief Executive Officer, the Corporation will pay Mr. Mulberry $4,000 per month which is currently being accrued until completion of the Corporation's IPO. The term of the Executive Consulting Agreement is ongoing and may be terminated by either party providing 3 months advance written notice to the other party until March 31, 2020 and thereafter on 6 months advance written notice.

The Corporation entered into an Administration Services Agreement dated effective April 1, 2019 with NDH, whereby the Corporation is paying NDH $2,500 per month for administration and executive officer services. Jonathan Younie is acting as Chief Financial Officer of the Corporation in connection with the Administration Services Agreement and NDH allocates $1,500 per month (of the $2,500 per month paid) to Mr. Younie's services as Chief Financial Officer. The term of the Administration Services Agreement is for an initial term of one (1) year and may be terminated in the event of default on one (1) month's written notice in the first year, and after one year, may be terminated by either party providing one (1) month's advance written notice to the other party.

Officers of the Corporation will be eligible to receive discretionary bonuses or revised compensation as determined by the board of directors based on each officer's responsibilities, his achievement of corporate objectives and the Corporation's financial performance. There is no formal timing for when such an analysis would be performed or when NEOs would be eligible to receive a revised salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the board and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation.

Director compensation is determined by the directors, acting as a whole. The only arrangements the Corporation has pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Corporation's Stock Option Plan.

The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

The Corporation did not compensate directors in the period from incorporation to July 31, 2019.

EXTERNAL MANAGEMENT COMPANIES

The Corporation has not entered into any agreements for external management services.

INCENTIVE PLAN AWARDS

Common Share Purchase Plan

The Corporation has in effect the Stock Option Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Corporation and to enable the Corporation to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Corporation's Shareholders. The Corporation has no equity incentive plans other than the Stock Option Plan. Details on the Stock Option Plan and the stock options granted to the directors and officers of the Corporation as of the date of this Prospectus, including material terms, can be found in section "Options to Purchase Securities".

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

Other than the Management Services Agreement and Administration Services Agreement described above under "Director and Executive Officer Compensation", the Corporation has no employment, consulting or management agreements in place. The Corporation will enter into such agreements in the future as needed to advance the Corporation's business.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation does not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Corporation or a change in an NEO's responsibilities).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No existing or proposed director, executive officer or senior officer of the Corporation or any associate of any of them, is indebted to the Corporation as at the date of this Prospectus.

AUDIT COMMITTEE

The charter of the Corporation's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Prospectus as Schedule "A".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Prospectus as Schedule "B".

PLAN OF DISTRIBUTION

AGENCY AGREEMENT AND AGENT'S COMPENSATION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange. This Offering consists of a minimum of 1,000,000 Shares and a maximum of 1,250,000 Shares and is subject to the completion of a minimum subscription of 1,000,000 Shares to raise minimum gross proceeds of $200,000. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus, and unless an amendment is filed and receipted, in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final prospectus but in any event not more than 180 days from the receipt for the final prospectus, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Pursuant to the Agency Agreement, the Corporation has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling group arrangements with other investment dealers at no additional cost to the Corporation. The Agent will receive, on the Closing Date:

1. The Work Fee of $15,000 (plus GST);

2. The Agent’s Commission of 10% of the gross proceeds of the Offering, payable in cash;

3. The Agent’s Options in an amount equal to 10% of the Shares sold under the Offering, where each Agent’s Option provides the right to acquire one Agent’s Option Share, exercisable at a price of $0.20 per Agent’s Option Share for a period of 24 months from the Closing Date; and

4. The Agent’s Expenses, of which a retainer of $10,000 has been paid toward such expenses.

COMMERCIALLY REASONABLE EFFORTS OFFERING

The Agent has agreed to assist with the Offering on a commercially reasonable efforts basis, but is not obligated to purchase any of the Shares for its own account.

Subscriptions will be received for the Shares subject to rejection or acceptance by the Corporation in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction. Certificates representing the Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for delivery in book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee in which case the Shares will be deposited electronically with CDS through its non-certificated inventory ("**NCI**") system. If delivered in book entry form, purchasers of Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Shares were purchased.

The Offering Price and the terms of the Offering have been determined by negotiation between the Corporation and the Agent in accordance with the policies of the Exchange.

The Agency Agreement provides that, upon the occurrence of certain stated events such as the breach of any term of the Agency Agreement by the Corporation or at the discretion of the Agent on the basis of its assessment of the state of the financial markets or the market for the Shares that the Shares cannot be marketed profitably, the Agent may terminate the Offering.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement as set out above.

Closing of the Offering is subject to conditions which are set out in the Agency Agreement.

The directors, officers and other insiders of the Corporation may purchase Shares under the Offering. The price of the Shares offered under this Prospectus was determined by negotiation between the Corporation and the Agent and bears no relationship to earnings, book value or other valuation criteria.

OTHER SECURITIES

The Corporation issued 13,000,000 Private Placement Warrants, each Private Placement Warrant entitling the holder to purchase an additional Common Share for $0.10 per Common Share until July 17, 2024, which are qualified for distribution under this Prospectus.

DETERMINATION OF IPO SHARE PRICE

The offering price per Share was determined by negotiation between the Corporation and the Agent.

LISTING APPLICATION

The Corporation has concurrently applied to list its Shares being distributed under this Prospectus on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Canadian Securities Exchange. Confirmation of Listing of the securities on the Exchange is a condition of Closing.

As at the date of this Prospectus, the Corporation 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 Exchanged or the PLUS markets operated by PLUS Markets Group PLC). See "Risk Factors".

SUBSCRIPTIONS BY AND RESTRICTIONS ON THE AGENT

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors or any Associate or Affiliate of the Agent have subscribed for Common Shares of the Corporation as of the date of this Prospectus.

The aggregate number of Common Shares permitted to be owned directly or indirectly by such participants is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

RESTRICTIONS ON TRADING

Other than the initial distribution of the Shares pursuant to this Prospectus, and the grant of the Agent's Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary Prospectus is issued by the Commission and the time the Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

RISK FACTORS

GENERAL

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

INSUFFICIENT CAPITAL

The Corporation does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Corporation will require additional funds which may need to be obtained by the sale of equity capital. There is no assurance that the Corporation will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Corporation's interest in the Triple 9 Property.

There can be no assurance that financing will be available to the Corporation or, if it is, that it will be available on terms acceptable to the Corporation and will be sufficient to fund cash needs until the Corporation achieves positive cash flow. If the Corporation is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Corporation currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital.

NO ESTABLISHED MARKET

The Corporation intends to apply to list the Shares distributed under this Prospectus on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange. There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the Offering Price of the Shares offered under this Prospectus, which was determined through negotiations between the Corporation and the Agent, will reflect the market price of the Shares once a market has developed. If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

LIMITED BUSINESS HISTORY

The Corporation has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Corporation must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Corporation has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Corporation can generate revenues, operate profitably or provide a return on investment or that it will successfully implement its plans.

HIGH RISK, SPECULATIVE NATURE OF INVESTMENT

An investment in the Shares carries a high degree of risk and should be considered speculative by purchasers. There is a low probability of dividends being paid on the Shares.

RESALE OF SHARES

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

LIQUIDITY CONCERNS AND FUTURE FINANCING REQUIREMENTS

After completion of the Offering, the Corporation may require additional financing in order to fund its ongoing exploration program on the Property. The ability of the Corporation to arrange such financing in the future will depend, in part, upon prevailing capital market conditions as well as the business success of the Corporation. There can be no assurance that the Corporation will be successful in its efforts to arrange additional financing on terms satisfactory to the Corporation. If additional financing is raised by the issuance of Shares from treasury, control of the Corporation may change and shareholders may suffer additional dilution. The further exploration and development of the Property and any other mineral properties in which the Corporation may hold an interest will also require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Corporation's mineral properties. Events in the equity market may impact the Corporation's ability to raise additional capital in the future.

If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present, it is impossible to determine what amounts of additional funds may be required.

PROPERTY INTERESTS

The Corporation does not own the mineral rights pertaining to the Property. Rather, it holds an option to acquire a 100% interest in the mineral claims comprising the Property mineral rights.

There is no guarantee the Corporation will be able to raise sufficient funding in the future to explore and develop the Property so as to maintain its interests therein. If the Corporation loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Corporation, whether by way of option or otherwise, should the Corporation wish to acquire any additional properties.

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Corporation. In addition, because of these risks, there is no certainty that the expenditures to be made by the Corporation on the exploration of its Property as described herein will result in the discovery of commercial quantities of ore.

The Corporation has no history of operating earnings and the likelihood of success must be considered in light of problems, expenses, etc. which may be encountered in establishing a business.

FINANCING RISKS

The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will be profitable. The Corporation has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is through the sale of its equity shares. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially minable deposit exists on the Triple 9 Property. While the Corporation may generate additional working capital through further equity offerings, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

NEGATIVE OPERATING CASH FLOW

The Corporation has negative operating cash flow. The failure of the Corporation to achieve profitability and positive operating cash flows could have a material adverse effect on the Corporation's financial condition and results of operations. To the extent that the Corporation has negative cash flow in future periods, the Corporation may need to deploy a portion of its cash reserves to fund such negative cash flow. The Corporation expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of its properties. There is no guarantee that the Corporation will ever be profitable.

EXPLORATION AND DEVELOPMENT

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Corporation may be affected by numerous factors which are beyond the control of the Corporation and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

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

ACQUISITION OF ADDITIONAL MINERAL PROPERTIES

If the Corporation loses or abandons its interest in the Triple 9 Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Corporation, whether by way of option or otherwise, should the Corporation wish to acquire any additional properties.

COMMERCIAL ORE DEPOSITS

The Triple 9 Property is in the exploration stage only and is without a known body of commercial ore. Development of the Triple 9 Property will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

UNINSURABLE RISKS

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

PERMITS AND GOVERNMENT REGULATIONS

The future operations of the Corporation may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Corporation will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Corporation's Triple 9 Property. The Corporation currently does not have any permits in place.

ENVIRONMENTAL AND SAFETY REGULATIONS AND RISKS

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

MINERAL TITLES

The Corporation has not yet obtained a title opinion in respect of the Triple 9 Property. The claims on the Property have not been legally surveyed. The Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Corporation is satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property.

FLUCTUATING MINERAL PRICES AND CURRENCY RISK

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

COMPETITION

The mining industry is intensely competitive in all its phases. The Corporation competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Corporation. The competition in the mineral exploration and development business could have an adverse effect on the Corporation's ability to acquire suitable properties or prospects for mineral exploration in the future.

MANAGEMENT

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

TAX ISSUES

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

DILUTION

The Offering Price of the Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer immediate and substantial dilution of their investment.

PRICE VOLATILITY OF PUBLICALLY TRADED SECURITIES

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Shares distributed hereunder will be affected by such volatility. There is no public market for the Corporation's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public Offering Price of the Shares has been determined by negotiations between the Corporation and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

CONFLICTS OF INTEREST

Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). Some of the directors and officers of the Corporation are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Corporation and their duties to the other companies on whose boards they serve, the directors and officers of the Corporation will endeavor to adhere to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Corporation except on the same or better terms than the basis on which they are offered to third party participants.

STRESS IN THE GLOBAL ECONOMY

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Corporation is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Corporation's business, operating results and financial condition.

CURRENT GLOBAL FINANCIAL CONDITION

Current global financial conditions have been subject to increased volatility. Access to financing has been negatively impacted by both sub-prime mortgages in the United States and elsewhere and the liquidity crisis affecting the asset-backed commercial paper market. As such, the Corporation is subject to counterparty risk and liquidity risk. The Corporation is exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Corporation's cash; (ii) through companies that have payables to the Corporation; and (iii) through the Corporation's insurance providers. The Corporation is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Corporation to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Corporation. If these increased levels of volatility and market turmoil continue, the Corporation's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

As a result of these factors, this Offering is only suitable to investors who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Shares.

PROMOTERS

Michael Mulberry is the promoter of the Corporation. He has ownership and control of 1,000,000 Common Shares of the issued and outstanding Common Shares of the Corporation as of the date of this Prospectus. See "Directors and Executive Officers" and "Director and Executive Officer Compensation".

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending material legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are or are likely to be subject. Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN CORPORATION AND AGENT

The Corporation is not a "related issuer" or connected issuer to the Agent as such terms are utilized in National Instrument 33-105 – *Underwriting Conflicts* of the Canadian Securities Administrators.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

There is no beneficial interest, direct or indirect, in any securities in excess of one percent of the Corporation's issued capital or property of the Corporation or of an associate or affiliate of the Corporation, held by a professional person as referred to in section 106(1) of the Rules under the *Securities Act* (British Columbia), a responsible solicitor or any partner of a responsible solicitor's firm or by any person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Prospectus or prepared or certified a report or valuation described or included in this Prospectus.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is:

(a) A director or executive officer of the Corporation;

(b) A person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Corporation's outstanding voting securities; or

(c) An associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b),

has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are Crowe MacKay LLP with an address of 1100 – 1177 West Hastings Street, Vancouver, BC V6E 4T5.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Odyssey Trust Company, 323 - 409 Granville Street Vancouver, BC V6C 1T2.

MATERIAL CONTRACTS

The Corporation has not entered into, or will not enter into, any contracts or plans material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except

(a) Option Agreement between the Corporation, Guy Delorme and Christopher Delorme referred to under "General Development of the Business".

(b) Agency Agreement between the Corporation and the Agent. See "Plan of Distribution".

(c) Escrow Agreement between the Corporation, the Escrow Agent and the Principal Shareholders. See "Escrowed Securities".

(d) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement between the Corporation and Odyssey Trust Company.

(e) Corporate Consulting Agreement between the Corporation and Michael Mulberry effective April 1, 2019.

Copies of these documents will be available for inspection at the head office of the Corporation located at suite 530 – 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6, during ordinary business hours while the Shares offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

EXPERTS

Crowe MacKay LLP, Chartered Professional Accountants, have audited the Corporation's Financial Statements.

R. Tim Henneberry, P.Geo is the author of the Report on the Property.

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and whom is named as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate of the Corporation.

ELIGIBILITY FOR INVESTMENT

In the opinion of Woods & Company, counsel to the Corporation, based on the current provisions of the Income Tax Act (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") prior to the date hereof, if the Shares were issued on the date hereof and listed and posted for trading on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or if the Corporation was a "public corporation" on the date hereof, as that term is defined in the Tax Act, then the Shares would at that time be a "qualified investment" for a trust governed by a "registered retirement savings plan" ("**RRSP**"), "registered retirement income fund" ("**RRIF**"), "tax-free savings account" ("**TFSA**"), "registered education savings plan" ("**RESP**"), "deferred profit sharing plan" and "registered disability savings plan" ("**RDSP**"), as those terms are defined in the Tax Act (collectively, the "**Registered Plans**", and each of them a "**Registered Plan**").

The Shares are not currently listed on a "designated stock exchange" and the Corporation is not currently a "public corporation", as that term is defined in the Tax Act. The Corporation intends to apply to list the Shares on the Exchange as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Shares in order to allow the Corporation to satisfy the conditions of the Exchange and to have the Shares listed and posted for trading prior to the issuance of the Shares on the Closing of the Offering. The Corporation must rely on the Exchange to list the Shares on the Exchange and have them posted for trading prior to the issuance of the Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Shares being listed on the Exchange at the time of their issuance on Closing. If the Shares are not listed on the Exchange at the time of their issuance on the Closing of the Offering and the Corporation is not a "public corporation" at that time, the Shares will not be qualified investments for the Registered Plans at that time.

Notwithstanding that a Common Share may be a qualified investment for a Registered Plan, the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of the Shares if such Shares are a "prohibited investment" for the Registered Plan for purposes of the Tax Act. The Shares will generally be a "prohibited investment" for a Registered Plan if the holder or annuitant, as the case may be, does not deal at arm's length with the Corporation for the purposes of the Tax Act or has a "significant interest" (as defined in the Tax Act) in the Corporation. In addition, the Shares generally will not be a prohibited investment if the Shares are "excluded property" within the meaning of the Tax Act for the Registered Plan.

Purchasers who intend to hold shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia, Alberta and Ontario provide 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 of the said Provinces further provides a purchaser with remedies for rescission and damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the 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.

LIST OF EXEMPTIONS

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

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the 4 month period ended July 31, 2019 are attached. The Corporation has established December 31 as its financial year end.

JNC RESOURCES INC.

FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

July 31, 2019

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Independent Auditor's Report

To the Shareholders of JNC Resources Inc.

Opinion

We have audited the financial statements of JNC Resources Inc. ("the Company"), which comprise the statements of financial position as at July 31, 2019 and the statements of comprehensive loss, changes in equity and cash flows for the period then ended, 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 July 31, 2019, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

The other information is expected to be made available to us after the date of this auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

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 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.

The engagement partner on the audit resulting in this independent auditor's report is Keith L. Gagnon.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, Canada
September 4, 2019

JNC RESOURCES INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

		July 31, 2019
ASSETS		
Current assets		
Cash	$	201,156
Amounts receivable		1,420
Prepaid expenses		5,000
		207,576
Non-current assets		
Exploration and evaluation assets (Note 4)		38,750
TOTAL ASSETS	$	246,326
LIABILITIES and EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$	27,895
TOTAL LIABILITIES		27,895
EQUITY		
Share capital (Note 5)		358,750
Deficit		(140,319)
TOTAL EQUITY		218,431
TOTAL LIABILITIES and EQUITY	$	246,326

Nature and continuance of operations (Note 1)

Approved by the Board on September 4, 2019 and signed on behalf of the Board:

"Michael Mulberry" Director *"Yana Bobrovskaya"* Director

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

JNC RESOURCES INC.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Total Equity
On Incorporation for cash	-	$ -	$ -	$ -
Seed share financing	3,000,000	30,000	-	30,000
Private placement financing	13,000,000	325,000	-	325,000
Shares issued per property option agreement	150,000	3,750	-	3,750
Net loss for the period	-	-	(140,319)	(140,319)
Balance, July 31, 2019	16,150,000	$ 358,750	$ (140,319)	$ 218,431

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

JNC RESOURCES INC.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		From incorporation on April 1, 2019 to July 31, 2019
EXPENSES		
Administration expenses	$	4,250
Exploration expenditures (Notes 4 and 6)		111,386
Management fees (Note 6)		22,000
Professional fees		5,954
Travel and business development		121
LOSS BEFORE OTHER ITEMS		(143,711)
OTHER ITEM		
Foreign exchange gain		3,392
Net Loss and Comprehensive Loss for the Period	$	(140,319)
Basic and Diluted Loss Per Share	$	(0.02)
Weighted Average Number Of Shares Outstanding, Basic		6,669,421

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

JNC RESOURCES INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

		From incorporation on April 1, 2019 to July 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(140,319)
Changes in non-cash working capital items:		
Amounts receivable		(1,420)
Prepaid expenses		(5,000)
Increase in accounts payable and accrued liabilities		27,895
Cash used in operating activities		(118,844)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets		(35,000)
Cash used by investing activities		(35,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of shares, net		355,000
Cash provided by financing activities		355,000
Increase (decrease) in cash during the period		201,156
Cash, beginning of the period		-
Cash, end of the period	$	201,156

During the period ended July 31, 2019, 150,000 common shares were issued with a fair value calculated to be $3,750 per Note 4.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

On April 1, 2019, JNC Resources Inc. ("JNC" or the "Company") was incorporated under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in British Columbia, Canada.

The Company's head office address is Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6. The registered and records office address is 2110 28th Street, West Vancouver, BC, V7V 4M3.

The financial statements of the Company are presented in Canadian dollars, which is the functional and reporting currency of the Company.

Going concern of operations

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of July 31, 2019, the Company has not generated any revenues and has incurred losses of $140,319 since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although these financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements have been prepared using accounting policies consistent with IFRS. The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss or fair value through OCI which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Use of judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Exploration and evaluation assets ("E&E")

The Company's mineral interests comprise mineral property surface rights, mining titles, exploration licenses, exploitation permits and concession contracts. All direct costs related to the acquisition of mineral interests are capitalized and classified as intangible assets. All other E&E costs incurred prior to a decision to proceed with development are charged to profit and loss as incurred. When a decision to proceed with development is made, development costs subsequently incurred to develop a mine prior to the start of mining operations are capitalized and carried at cost.

Subsequent to entering production, acquisition costs and development costs and development expenditures are tested for impairment and then transferred to mineral interests within property and equipment. Mineral interests are classified as tangible assets and depreciated when such assets are put in use.

The Company assesses mineral interests for impairment when indicators of impairment are present and at least annually. When a project is deemed to no longer have commercially viable prospects to the Company, mineral interests, in excess of estimated recoveries, are written off and recognized in profit and loss.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration costs. Exploration and evaluation acquisition costs that are capitalized are included as part of cash flows from investing activities whereas exploration and evaluation expenditures that are expensed are included as part of cash flows from operating activities.

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction to exploration expenditures in the period that the related expenditures are incurred. The accrued credits are subject to review by the relevant authorities and by their nature are subject to measurement uncertainty. Adjustments, if any, resulting from such a review are recorded in the tax filing.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based payments reserve is transferred to accumulated losses (deficit). The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments to non-employees are measured at the fair value of goods or services received.

Warrants

The Company accounts for warrants including warrants issued to brokers in connection with the issuance of shares ("broker warrants") using the fair value method. Under this method, the fair value of broker warrants is first determined based on the value of goods or services received. In situations where some or all of the goods or services received by the Company as consideration cannot be specifically identified, the fair value of broker warrants is then determined using the Black-Scholes valuation model.

The Company has adopted a residual method with respect to the measurement of shares and warrants issued as private placement units. The residual method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

Upon exercise of the warrants, consideration paid together with the amount previously recognized in reserves surplus is recorded as an increase to capital stock. Upon forfeiture or expiry of the warrants, the amount previously recognized in the reserves is transferred to deficit.

Income taxes

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 year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes (cont'd…)

Deferred tax is recorded 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 following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries 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 reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off 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.

Loss per share

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

Financial instruments

The following is the Company's new accounting policy for financial instruments under IFRS 9:

(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.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

(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 consolidated 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 consolidated statements of net (loss) income in the period in which they arise.

(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 consolidated 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) 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 the consolidated statements of net (loss) income.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

Exploration and Evaluation Assets		Triple 9
Balance, at incorporation	$	-
Additions		38,750
Balance, at July 31, 2019	$	38,750

Current Exploration Expenditures From incorporation on April 1, 2019 to July 31, 2019		Triple 9
Assaying	$	34,095
Geological costs		77,291
Total	$	111,386

Triple 9 Property, British Columbia

On April 22, 2019, the Company entered into an Option Agreement (the "Agreement") with Guy Delorme and Christopher Delorme ("the Optionors") pursuant to which the Company has the sole and exclusive option to acquire 100% of the rights and interests in the Triple 9 Copper/Gold Project in British Columbia subject to a 2% net smelter return ("NSR").

The Company's option to acquire the rights and interests in the Triple 9 Project is exercisable by issuing a total of 2,050,000 common shares and making aggregate cash payments of $1,035,000.

The share issuances and cash payments schedule are as follows:

i. $35,000 within five days of signing the Agreement (paid);
ii. 150,000 common shares within 14 days of the Agreement date (issued);
iii. $100,000 and 300,000 common shares on or before the one year anniversary of the date of the Company's initial public offering ("IPO");
iv. $300,000 and 600,000 common shares on or before the second year anniversary of the date of the Company's IPO;
v. $600,000 and 1,000,000 common shares on or before the third year anniversary of the date of the Company's IPO;

The Company has the right to buyback 1% of the NSR by paying the Optionors $1,000,000.

(Expressed in Canadian Dollars)

5. CAPITAL STOCK AND RESERVES

a) Authorized share capital

As at July 31, 2019, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital

In April 2019, The Company issued 3,000,000 common shares at $0.01 for gross proceeds of $30,000.

In April 2019, the Company issued 150,000 common shares at a fair value of $0.025 per share per Note 4(ii).

In July 2019, the Company completed a 13,000,000 Unit private placement financing at $0.025 per Unit for gross proceeds of $325,000. Each Unit consisted of a Share and a whole Warrant, each Warrant entitling the holder to purchase an additional Share for an exercise price of $0.10 per Share up to five years from issuance.

c) Warrants

Share purchase warrant transactions are summarized as follows:

		Weighted Average	
	Number	Exercise Price	Remaining Life in Years
Balance, at incorporation	-	$ -	-
Issued	13,000,000	0.10	5.00
Balance, at July 31, 2019	13,000,000	$ 0.10	4.96

Share purchase warrants outstanding at July 31, 2019 are:

Number	Exercise Price	Expiry Date
13,000,000	$0.10	July 17, 2024

6. RELATED PARTY TRANSACTIONS

The Company had the following transactions involving Officers and Directors during the period ended July 31, 2019:

		From incorporation on April 1, 2019 to July 31, 2019
Management fees	$	22,000
Exploration expenses		74,520
	$	96,520

Included in accounts payable at July 31, 2019 is $23,350 owed to related parties.

7. FINANCIAL INSTRUMENTS

Fair value

The carrying value of cash and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

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

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company plans to limit its exposure to credit loss by placing its cash with major financial institutions.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash that is denominated in United States Dollars. Management believes the risk is not currently significant as less than 1% of the Company's cash is denominated in United States Dollars as at July 31, 2019.

8. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital.

(Expressed in Canadian Dollars)

9. COMMITMENTS

i. On April 1, 2019 the Company entered into an executive consulting agreement (the "executive agreement") with a private company controlled by the CEO ("priveco") of the Company which will pay the priveco $4,000 per month. The term of the executive agreement is indeterminate. However, within the 1st twelve (12) months, the executive agreement may be terminated by the Company by giving the priveco three (3) months' notice. Thereafter, the executive agreement may be terminated by the Company, for Cause without notice; on or before March 31, 2020, by the Company on three (3) months prior notice to the priveco or payment in lieu thereof at the mutual agreement of the parties;after March 31, 2020,on six (6) months prior notice to the priveco, or payment in lieu thereof at the mutual agreement of the parties; and by the Company for the reason of the death or disability of the CEO without prior notice and without further obligation to the priveco.

ii. In April 2019, the Company entered into an administrative services agreement (the "admin agreement") with an arm's length private company ("adminco") to provide Chief Financial Officer and administration services for an initial one (1) year term. The admin agreement will renew annually unless the Company gives one (1) months' notice to adminco to terminate the admin agreement.

10. INCOME TAX

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

	From incorporation on April 1, 2019 to July 31, 2019
Loss before income taxes for the period	$ 140,319
	27%
Expected income tax recovery	$ 37,886
Effects of tax rate change	-
Tax benefit not realized	(37,886)
Deferred income tax recovery	$ -

10. INCOME TAX (cont.d…)

The significant components of the Company's deferred income tax assets are as follows:

		July 31, 2019
Deferred income tax asset:		
Mineral properties - expensed	$	30,000
Non-capital loss carry forwards		8,000
		(38,000)
Unrecognized deferred tax assets		38,000
Net deferred income tax assets	$	-

The Company has non-capital losses carried forward for income tax purposes of approximately $38,000 which can be applied against future years' taxable income. These losses start to expire in 2039. Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements.

SCHEDULE "A"
to the Prospectus of JNC Resources Inc. dated October 11, 2019

ITEM 1: THE AUDIT COMMITTEE'S CHARTER PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of JNC Resources Inc. (the "**Corporation**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the board of directors ("**Board**") that through the involvement of the Committee, the external audit will be conducted independently of the Corporation's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Corporation. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Corporation's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board.

2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Audit Committee Charter ("**Charter**"), an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Committee and may fill any vacancy in the Committee.

4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

6. The Committee shall have access to such officers and employees of the Corporation, to the Corporation's external auditors and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

7. Meetings of the Committee shall be conducted as follows:

(a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

(b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

9. The overall duties and responsibilities of the Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;

(c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfillment of its duties and responsibilities.

10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) to review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review and/ or discuss with the external auditors, upon completion of their audit:

(i) the non-audit services provided by the external auditors;

(ii) the quality and not just the acceptability of the Corporation's accounting principles; and

(iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:

(a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and

(d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

(a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to Shareholders;

(ii) the annual information form, if required;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Corporation; and

(vi) other public reports of a financial nature requiring approval by the Board,

(vii) and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Corporation's financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Corporation's financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the financial statements;

(h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

13. The Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee; and

(c) to communicate directly with the internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Michael Mulberry, CEO, Warren Robb, and Yana Bobrovskaya. Warren Robb and Yana Bobrovskaya are independent and are financially literate. Michael Mulberry is financially literate but is not independent. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 (the "**NI 52-110**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The relevant education and/or experience of each member of the Committee is as follows:

Michael Mulberry

Mr. Mulberry has been a Geo-Tech contractor with GeoMinEx Consultants, a private geological consulting firm, since February 2009. Mr. Mulberry has been associated with the mineral exploration and public investment community since the 1990's. Mr. Mulberry holds a Bachelor of Social Science from the University of Western Ontario and owned his own insurance company in the late 1990's and early 2000's.

Warren Robb

Mr. Robb completed his Bachelor of Science at the University of British Columbia in 1987 and is a professional geoscientist with the Professional Engineers and Geoscientists of British Columbia. He has been working as a project geologist for the past 22 years. He has served on the boards of several public companies and has served on the audit committees of Nexus Gold Corp.

Yana Bobrovskaya

Ms. Bobrovskaya holds a Bachelor of Civil Law degree and a Bachelor of Law degree (LLB) from Voronezh State University, Voronezh, Russia (2011) as well as a Business Administration (Finance) diploma from Camosun College, Victoria (2002). She has been working as a business consultant to international companies for over ten (10) years. She has served on the boards of several public companies.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Crowe MacKay LLP, Chartered Professional Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Board and, where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Corporation by the external auditor for the period from incorporation to July 31, 2019 is as follows:

For the period ended		**July 31, 2019**
Audit Costs including Audit Fees and Tax Fees[(1)]		$Nil
All other fees (non-tax):		$Nil
Total Fees:		$Nil

(1) Includes audit for the period from incorporation on April 1, 2019 to July 31, 2019.

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Corporation is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE "B"
to the Prospectus of JNC Resources Inc. (the "Company") dated October 11, 2019

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Corporation is required to and hereby discloses its corporate governance practices as follows:

ITEM 1: BOARD OF DIRECTORS

The board of directors (the "**Board**") of the Corporation facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board. The Board reviews its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board meets without management present and convenes meetings, as deemed necessary, of the independent directors, at which meetings non-independent directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest.

Michael Mulberry is the President and Chief Executive Officer of the Corporation and is therefore not independent.

Each of Warren Robb and Yana Bobrovskaya are "independent" in that each is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Corporation, other than the interests and relationships arising from shareholdings.

ITEM 2: DIRECTORSHIPS

The directors of the Corporation are currently directors of the following other reporting issuers:

Name of Director	**Name of Reporting Issuer**
Michael Mulberry	True Zone Resources Inc.
Warren Robb	Nexus Gold Corp.
Yana Bobrovskaya	Zadar Ventures Ltd. Global Li-Ion Graphite Corp. Litelink Technologies Inc.

ITEM 3: ORIENTATION AND CONTINUING EDUCATION

The Board briefs all new directors with the policies of the Board and other relevant corporate and business information.

ITEM 4: ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5: NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives and a willingness to serve.

ITEM 6: COMPENSATION

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7: OTHER BOARD COMMITTEES

The Board has no other committees other than the audit committee.

ITEM 8: ASSESSMENTS

On an ongoing basis, the Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

CERTIFICATE OF THE CORPORATION

DATE: October 11, 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, Alberta and Ontario.

(signed) "Michael Mulberry" Michael Mulberry President and Chief Executive Officer, and Director	(signed) "Jonathan Younie" Jonathan Younie Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Warren Robb" Warren Robb Director	(signed) "Yana Bobrovskaya" Yana Bobrovskaya Director

CERTIFICATE OF THE PROMOTER

DATE: October 11, 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, Alberta and Ontario.

(signed) “Michael Mulberry”
Michael Mulberry
Promoter

CERTIFICATE OF THE AGENT

DATE: October 11, 2019

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

MACKIE RESEARCH CAPITAL CORPORATION

Per: (signed) "Jovan Stupar"
Jovan Stupar
Managing Director