

# **CORE ASSETS CORP.**

1450 – 789 West Pender Street  
Vancouver, BC V6C 1H2

**Form 2A**

**Listing Statement**

**Date: July 16, 2020**

**(except as otherwise stated)**

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**SCHEDULE A**

**FINAL LONG FORM PROSPECTUS DATED JULY 7, 2020**

*[See attached]*

***This Preliminary Prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.***

## PROSPECTUS

### Non-offering Prospectus

July 7, 2020



#1450 - 789 West Pender Street  
Vancouver, British Columbia V6C 1H2

#### **No securities are being offered pursuant to this prospectus.**

This non-offering prospectus (the “**Prospectus**”) of Core Assets Corp. (the “**Company**”) is being filed with the British Columbia Securities Commission (the “**BCSC**”) to comply with Policy 2 – *Qualifications for Listing of the Canadian Securities Exchange* of the Canadian Securities Exchange (the “**CSE**”) in order for the Company to meet one of the eligibility requirements for the listing of the Company’s common shares (the “**Common Shares**”) on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the final receipt of this Prospectus by the BCSC, the Company will become a reporting issuer in British Columbia.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

The CSE has conditionally accepted the listing of the Common Shares. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE.

**There is no market through which the securities of the Company may be sold and holders of the Company’s securities may not be able to resell any such securities. This may affect the pricing of the Company’s 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”. Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.**

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

**An investment in the securities of the Company is subject to a number of risks. Investors should carefully consider the risk factors described under the heading “*Risk Factors*” before purchasing any securities of the Company.**

**No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.**

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

**This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.**

Unless otherwise noted all currency amounts in this Prospectus are stated in Canadian dollars.

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## **ABOUT THIS PROSPECTUS**

Unless otherwise noted or the context otherwise indicates, the “Company”, “we”, “us” and “our” refer to Core Assets Corp. Certain terms and phrases used in this Prospectus are defined in the “Glossary”.

Prospective purchasers should rely only on the information contained in this Prospectus. We have not authorized any other person to provide prospective purchasers with additional or different information. If anyone provides prospective purchasers with additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it. The Company is not making an offer to sell or seeking offers to buy shares or other securities of the Company. Prospective purchasers should assume that the information appearing in this Prospectus is accurate only as at its date, regardless of its time of delivery. The Company’s business, financial conditions, results of operations and prospects may have changed since that date.

### **Third Party Information**

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources. The Company believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this Prospectus are not guaranteed and the Company does not make any representation as to the accuracy of such information.

## **CURRENCY**

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

## **TECHNICAL INFORMATION**

Technical information relating to the Blue Property contained in this Prospectus is derived from, and in some instances is an extract from, the Technical Report (as defined herein).

Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 (as defined herein) and is available for review under the Company’s profile on SEDAR (as defined herein) at [www.sedar.com](http://www.sedar.com).

## **CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “seeks”, “projects”, “intends”, “plans”, “may”, “will” or “should”, or their negative or other variations or comparable terminology. These forward-looking statements include all

matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions.

- the timing and receipt of approvals and consents required;
- planned exploration and development of the Blue Property;
- the timing of the recommended work programs contained in the Technical Report;
- costs, timing and results of exploration and development activities;
- information with respect to the Company's future financial and operating performance;
- timing and receipt of approvals, consents and permits under applicable legislation;
- supply and demand for base and precious metals and anticipated economic market for based metals and gold; and
- expectations regarding the ability to raise capital and the availability of funds.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to any other assumptions identified in this Prospectus, assumptions have been made regarding, among other things:

- the timely receipt of required regulatory and exchange approvals and other necessary consents;
- the ability to obtain financing on acceptable terms;
- the price of gold and base metals and future gold and base metal prices;
- conditions in general economic and financial markets;
- availability of exploration equipment and skilled labour;
- timing and amount of capital expenditures;
- royalty rates;
- the Company's ultimate ability to mine, process and sell minerals profitably;
- effects of regulation by governmental agencies; and
- future operating costs.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- risks inherent in the mining business;
- the substantial capital requirements of the Company and ability to maintain adequate capital resources to carry out its business activities;
- the risk that the Company is unable to list its Shares on a stock exchange;
- regulatory and environmental risks;
- regulatory, permit and license requirements;
- results of exploration activities and development of mineral properties;
- industry competition;
- operating hazards and limitations on insurance risk;
- fluctuations in commodity prices and marketability of minerals;
- governmental regulation of the mineral resource industry, including environmental regulation;

- the Company's title and interest to its mineral properties may be subject to challenge;
- stock market volatility and capital market valuation;
- funds may not be available to the Company on terms acceptable to the Company or at all;
- financing risks and dilution to shareholders resulting from future financing activities;
- reliance on management and dependence on key personnel;
- conflicts of interest; and
- general market and industry conditions.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Prospectus are qualified by these cautionary statements.

## GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the Financial Statements may be defined separately and the terms defined below may not be used therein.

**Audit Committee** means the Audit Committee of the Company in accordance with NI 52-110.

**Auditors** means DeVisser Gray, Chartered Professional Accountants.

**Author** means Matthew Carter, P.Geo, an independent consulting geologist, the author of the Technical Report.

**BCBCA** means the *Business Corporations Act* (British Columbia).

**BCSC** means the British Columbia Securities Commission.

**Blue Property** means the two contiguous mineral claims that cover an area of approximately 1,126.49 ha located in northwestern British Columbia 48 km southwest of the community of Atlin.

**Blue Property Agreement** means the mineral property acquisition agreement dated December 10, 2018, as amended March 11, 2020, between the Company and Zimtu.

**Blue Property NSR Royalty** means a 2% net smelter returns royalty that the Company shall pay to Zimtu on the terms and conditions as set out in the Blue Property Agreement.

**Board of Directors or Board** means the board of directors of the Company.

**CEO** means chief executive officer.

**CFO** means chief financial officer.

**Common Shares** means the common shares without par value of the Company.

**Company** means Core Assets Corp., a company incorporated under the BCBCA.

**CSE** means the Canadian Securities Exchange.

**Financial Statements** means the Company's audited financial statements and the related notes thereto as at September 30, 2019.

**IFRS** means International Financial Reporting Standards.

**Listing** means the date that the Common Shares are first listed for trading on the CSE.

**Listing Date** means the date of Listing.

**MD&A** means Management's Discussion and Analysis.

**NEO** means "Named Executive Officer", and has the meaning ascribed by the BCSC in Form 51-102F6, as follows:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the company, including its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6), for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

**“NI 43-101”** means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, of the Canadian Securities Administrators.

**NI 52-110** means National Instrument 52-110 *Audit Committees*.

**NI 58-101** means National Instrument 58-101 *Disclosure of Corporate Governance Practices*.

**NP 46-201** means National Policy 46-201 *Escrow for Initial Public Offerings*.

**NP 58-201** means National Policy 58-201 *Corporate Governance Guidelines*.

**Preferred Shares** means the preferred shares without par value in the capital of the Company.

**Prospectus** means this non-offering prospectus dated as of the date on the cover page.

**Qualified Person** means an individual who:

- (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;
- (b) has experience relevant to the subject matter of the Property and of the Technical Report; and
- (c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101.

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

**Silver Lime Agreement** means the mineral property acquisition agreement dated August 1, 2019 between the Company and Zimtu.

**Silver Lime Property** means the two contiguous mineral claims that cover an area of approximately 531.17 ha located in northwestern British Columbia approximately 58 kilometers southwest of Atlin.

**Silver Lime Property NSR Royalty** means a 2% net smelter returns royalty that the Company shall pay to the Zimtu on the terms and conditions as set out in the Silver Lime Property Agreement.

**Stock Option Plan** means the stock option plan adopted by the Board of Directors on January 29, 2020.

**Technical Report** means the report entitled “Technical Report on the Blue Property Southwest of Atlin, British Columbia, Canada” dated September 6, 2019 prepared by the Author, prepared in accordance with the requirements of NI 43-101.

**Trustco** means Odyssey Trust Company.

**TSX-V** means the TSX Venture Exchange.

**Zimtu** means Zimtu Capital Corp., a company incorporated pursuant to the BCBCA.

## PROSPECTUS SUMMARY

*The following is a summary of the key information regarding the Company and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.*

### The Company

Core Assets Corp. is an existing corporation under the BCBCA. For a detailed description of the Company see “*Corporate Structure*”.

### Description of Business

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company’s principal property, being the Blue Property, which is in the exploration stage. The Blue Property consists of two contiguous mineral claims that cover an area of approximately 1,126.49 ha located in northwestern British Columbia 48 km southwest of the community of Atlin. See “*Description of The Business*” for further particulars.

### Summary of Financial Information

The following selected audited and unaudited financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto attached as Schedule “A” and “C” to this Prospectus. The selected financial information is derived from the audited financial statements for the year ended September 30, 2019 and for six month period ended March 31, 2020. The Company has established September 30, 2019 as its financial year end. See “*Selected Financial Information and Management Discussion and Analysis*”.

	Six month period ended March 31, 2020 (unaudited) \$	Year ended September 30, 2019 (audited) \$
Total revenues	Nil	Nil
Loss for the Period	38,912	16,291
Total Assets	534,696	537,121
Total Liabilities	15,927	32,164
Shareholder’s Equity	518,769	504,957
Loss per share (basic and diluted)	0.00	0.01

### Estimated Funds Available and Use of Proceeds

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the BCSC for the purpose of allowing the Company to become a reporting issuer in such jurisdiction and to enable the Company to develop an organized market for its Common Shares. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection



with the preparation and filing of this Prospectus will be paid by the Company from general corporate funds.

As of May 31, 2020, the Company had approximately \$245,767 in working capital. These funds are related to proceeds from financings. There have been no material changes in working capital since May 30, 2020 except as disclosed in this Prospectus.

Estimated Funds Available

The estimated funds available to the Company in the next 12 months are as follows:

Source of Estimated Funds Available	Amount
Working capital at May 31, 2020	\$245,767
Funds received from private placement financings (Note 1)	\$99,800
Total	\$345,567

Note 1: The Company closed a private placement of 1,860,000 Shares at \$0.05 per Share for aggregate proceeds of \$93,000 on June 9, 2020 and a private placement of 136,000 Shares at \$0.05 per Share for aggregate proceeds of \$6,800 on June 24, 2020.

The actual amount of revenue generated by the Company over the next 12 months may vary significantly from the amounts specified above, and will depend on a number of factors including those set out in "Risk Factors". See "Estimated Funds Available" for further details.

Use of Available Funds

The intended uses of the estimated available funds are as follows:

Principal Purpose	Estimated Cost
Estimated remaining costs of audited financial statements, legal costs and CSE Listing	\$33,500
Proposed Phase 1 exploration program on the Property as outlined in the Technical Report (Note 1)	\$102,100
Soil sampling as first step of Phase II exploration program on the Blue Property as outlined in the Technical Report (Note 1 and 2)	\$40,000
General and administrative expenses (see table below for a detailed breakdown of these expenses)	\$96,000
Unallocated Funds	\$73,967
Total	\$345,567

Note 1: See table in section under heading "Narrative Description of the Business - Recommendations" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Blue Property.

Note 2: The Company does not have sufficient funds to complete Phase II. The Company intends to use the information gathered in Phase I and the portion of the Phase II work program that it completes to analyze the best exploration targets on the Blue Property and once identified, raise funds from private placement investments to fund the remainder of the Phase II work program. Having information from Phase I and a portion of Phase II will permit the Company to better target its expenditures during the remainder of the Phase II work.

General and Administrative Expenses	Estimated Cost
Director wages (Note 1)	\$30,000
Management services (Note 2)	-
Office rent (Note 2)	-
Professional fees	\$37,000
Other support services (Note 2)	\$9,000
Other miscellaneous general expenses	\$20,000
Administrative services (Note 2)	-
Total	\$96,000

Note 1: Nicholas Rodway is expected to be paid an annual salary of \$30,000 paid monthly as a geologist for the Company. Mr. Rodway is a director and an insider of the Company.

Note 2: The Company is expecting to enter into an agreement with Zimtu that may be cancelled with one months' notice for management, administrative, rent and other support services for \$12,500 per month commencing 12 months from the date the Common Shares are listed on the CSE. As a holder of more than 10% of the issued shares Zimtu is an insider of the Company.

The current global uncertainty with respect to the spread of the novel coronavirus (“COVID-19”), the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of the Blue Property. To date, the Company has not yet but expects in future to experience delays in completing its Phase I exploration program due to COVID-19.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading “Risk Factors.” See “Use of Available Funds” for further details.

### The Listing

The CSE has conditionally accepted the listing of the Common Shares. Listing is subject to the Company fulfilling all of the listing requirements of the CSE, including, without limitation, the distribution of the Common Shares to a minimum number of public shareholders and the Company meeting the minimum listing requirements.

### Business Objectives

Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company plans to achieve the business objectives set out below:

Business Objective	Estimated Time	Estimated Cost
Obtain a listing of Common Shares on the CSE	2 - 4 months	\$33,500
Complete Phase 1 of the Technical Report and soil sampling (Note 1)	6 – 8 months	\$102,100
Complete soil sampling as first step of Phase II exploration program (Note 1 and 2)	12 months	\$40,000
Total		\$175,600

Note 1: See table in section under heading “*Narrative Description of the Business - Recommendations*” for a summary of the work to be undertaken, a breakdown of the estimated costs, the timeline and the nature of title to or the Company’s interest in the Blue Property.

Note 2: The Company does not have sufficient funds to complete Phase II. The Company intends to use the information gathered in Phase I and the portion of the Phase II work program that it completes to analyze the best exploration targets on the Blue Property and once identified, raise funds from private placement investments to fund the remainder of the Phase II work program. Having information from Phase I and a portion of Phase II will permit the Company to better target its expenditures during the remainder of the Phase II work.

See “*Estimated Funds Available and Use of Proceeds – Use of Available Funds*” above for the impact that COVID-19 may have on the Blue Property.

## **Risk Factors**

An investment in the Common Shares should be considered highly speculative and investors may incur a loss on their investment. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; no established market; limited operating history; lack of operating cash flow; resale of shares; price volatility of publicly traded securities; market for securities; property interests; exploration, development and production risks; mineral resources and reserves; obtaining and renewing licenses and permits; no assurances; title risks, loss of interest in properties; uninsurable risks; additional funding requirements; dilution; First Nations land claims; environmental risks; regulatory requirements; volatility of mineral prices; offering price; infrastructure; risks associated with acquisitions; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; force majeure; uncertainty of use of proceeds; competition; conflicts of interest; dividends; litigation; reporting issuer status; tax issues; and operating hazards, risks and insurance. See the section entitled “*Risk Factors*” for details of these and other risks relating to the Company’s business. See “*Risk Factors*”.

## CORPORATE STRUCTURE

The Company was incorporated pursuant to the BCBCA as “1072693 B.C. Ltd.” on April 20, 2016, under incorporation number BC1072693 and changed its name to “Core Assets Corp.” on January 17, 2018. Its head office is located at #1450 – 789 West Pender Street, Vancouver, British Columbia V6C 1H2, and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia V6C 3H1. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity.

Zimtu was incorporated pursuant the BCBCA as “Flow Energy Ltd.” on July 4, 2006, under incorporation number BC0762443 and changed its name to “Zimtu Capital Corp.” on July 31, 2008. Its head office is located at #1450 – 789 West Pender Street, Vancouver, British Columbia V6C 1H2, and its registered and records office is located at Suite 800 - 885 West Georgia Street, Vancouver, British Columbia V6C 3H1. Zimtu is a 10% holder of the Company beneficially holding 7,250,000 Common Shares or 34.17%.

## DESCRIPTION OF THE BUSINESS

### Business of the Company

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company’s principal property, being the Blue Property, which is in the exploration stage. To date, the Company has raised \$437,875 through the sale of Common Shares.

### *Blue Property Agreement*

Pursuant to the Blue Property Agreement, the Company acquired a 100% interest in the Blue Property from Zimtu in consideration for:

- (a) the payment of \$100,000 to Zimtu as follows:
  - (i) \$50,000 upon execution of the Blue Property Agreement (which has been paid), and
  - (ii) \$50,000 three years after execution of the Blue Property;
- (b) The issuance of 3,000,000 Common Shares to Zimtu as follows:
  - (i) 1,000,000 Common Shares upon execution of the Blue Property Agreement (which Common Shares have been issued),
  - (ii) 1,000,000 Common Shares two years after the execution of the Blue Property Agreement, and
  - (iii) 1,000,000 Common Shares three years after the execution of the Blue Property Agreement,

subject to the Blue Property NSR Royalty. The Company is required to pay to Zimtu, upon commencement of commercial production on the Blue Property, the Blue Property NSR Royalty. Pursuant to the Blue Property Agreement, the Company can acquire half of the Blue Property NSR Royalty from Zimtu within five years of signing the Blue Property Agreement for the payment of

\$1,000,000. Zimtu acquired the Blue Property on December 15, 2017 for \$10,000 and expended \$25,250.13 in staking and other expenses. Subsequently, on October 27, 2018, Zimtu staked additional claims that were added to the Blue Property.

The Blue Property consists of two contiguous mineral claims that cover an area of approximately 1,126.49 ha located in northwestern British Columbia 48 km southwest of the community of Atlin.

#### *Silver Lime Agreement*

Pursuant to the Silver Lime Property Agreement, the Company acquired a 100% interest in the Silver Lime Property from Zimtu in consideration of the issuance of 1,000,000 Common Shares at a deemed price of \$0.05 per Common Share for deemed proceeds of \$50,000, which Common Shares have been issued, subject to the Silver Lime Property NSR Royalty. The Company is required to pay to Zimtu, upon commencement of commercial production on the Silver Lime Property, the Silver Lime Property NSR Royalty. Pursuant to the Silver Lime Property Agreement, the Company can acquire half of the Silver Lime Property NSR Royalty from Zimtu within five years of signing the Silver Lime Property Agreement for the payment of \$1,000,000. Zimtu acquired the Silver Lime Property for \$8,000.

The Silver Lime Property consists of two mineral licenses that cover an area of approximately 531.17 ha located in northwestern British Columbia 58 km southwest of the community of Atlin.

#### *Issuance of Common Shares*

On June 21, 2019, the Company closed a private placement and issued 1,000,000 Common Shares at \$0.02 per Common Share for gross proceeds of \$20,000.

On August 14, 2019, the Company closed a private placement and issued 11,300,000 Common Shares at \$0.02 per Common Share for gross proceeds of \$226,000.

On August 29, 2019, the Company closed a private placement and issued 220,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$11,000.

On September 16, 2019, the Company closed a private placement and issued 3,076,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$153,800.

On September 25, 2019, the Company issued 1,000,000 Common Shares at a deemed price of \$0.05 in consideration for the Silver Lime Property.

On September 30, 2019, the Company issued 1,000,000 Common Shares at a deemed price of \$0.05 in consideration for the Blue Property.

On October 8, 2019, the Company closed a private placement and issued 426,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$21,300.

On January 22, 2020, the Company closed a private placement and issued 115,500 Common Shares at \$0.05 per Common Share for gross proceeds of \$5,775.

On March 5, 2020, the Company closed a private placement and issued 1,100,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$55,000.

On June 9, 2020, the Company closed a private placement and issued 1,860,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$93,000.

On June 24, 2020, the Company closed a private placement and issued 136,000 Common Shares at \$0.05 per Common Share for gross proceeds of \$6,800.

### **Competitive Conditions**

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition is also high for the recruitment of qualified personnel and equipment. Significant and increasing competition exists for mineral opportunities in the Province of British Columbia. There are a number of large established mineral exploration companies in British Columbia with substantial capabilities and greater financial and technical resources than the Company.

### **Government Regulation**

Mining operations and exploration activities are subject to various laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

### **Environmental Regulation**

The Company's mineral exploration activities are subject to various federal and provincial laws and regulations governing protection of the environment. In general, these laws are amended often and are becoming more restrictive.

### **Other Property Interests and Mining Claims**

The Company may in the future acquire new mineral exploration properties or interests but has not entered into any agreements to acquire such properties or interests other than the Blue Property and the Silver Lime Property.

### **Trends**

As a junior mining issuer, the Company is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

## **NARRATIVE DESCRIPTION OF THE BUSINESS**

### **Stated Business Objectives**

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral exploration properties. The Company intends on expending existing working capital and net proceeds raised from the sale of its Common Shares to pay the balance

of the estimated costs of the audited financial statements, legal costs and the listing of its Common Shares on the CSE, to carry out Phase 1 on the Blue Property, to pay for administrative costs for the next twelve months and for general unallocated working capital. The Company may decide to acquire other properties in addition to the mineral property described below. The Company will need to raise additional funds to finance any additional acquisitions.

### *Blue Property*

The following represents information summarized from the Technical Report on the Blue Property by the Author, a Qualified Person, prepared in accordance with the requirements of NI 43-101. **All figures and tables from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR.**

### **Property Description and Location**

#### *Location*

The Blue Property is located in northwestern British Columbia, Canada on BCGS map sheet 104M030. The Blue Property is 48 km southwest of the community of Atlin and lies along Hoboe Creek valley adjoining Willison Bay, at the southwestern end of Atlin Lake's Torres Channel. The Blue Property is centered on 59°13'35.9N, 134°7'17.33W.

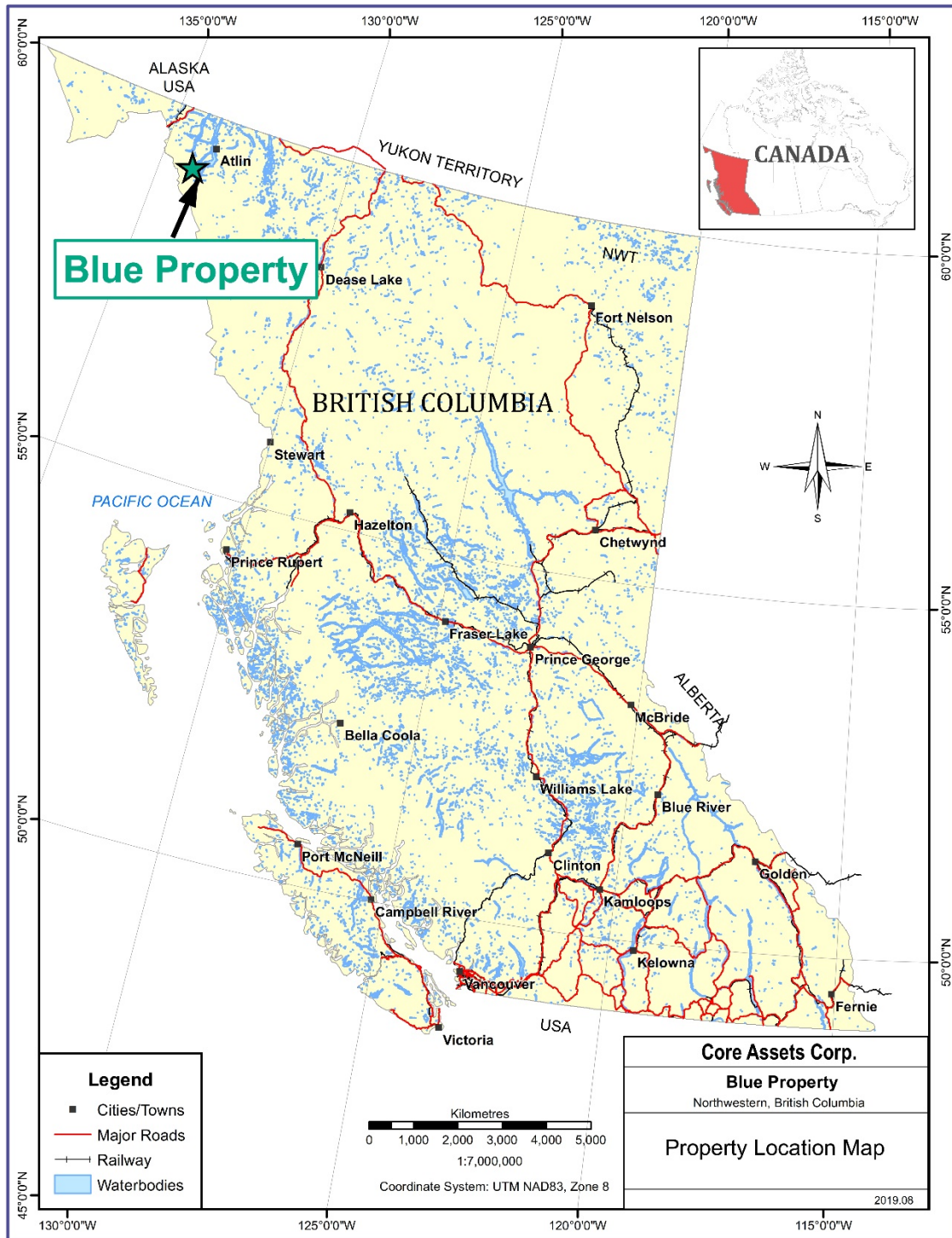


Figure 4-1. Location of Blue Property

### Mineral Tenure

A mineral tenure grants the right to explore the land within the boundaries of the tenure and allows the collection of up to 1,000 tonnes of bulk sample material; the extraction of more than this amount from a tenure requires acquisition of a mineral lease. A mineral tenure does not grant surface rights, a surface lease or grant is required.



Mineral tenures are held under the British Columbia Mineral Tenure Act and are acquired through the Government’s interactive online mineral tenure system, Mineral Titles Online (MTO). A Free Miner Certificate (FMC) is required to acquire and maintain mineral claims; this is available to both individuals and corporations through MTO.

Holders of mineral tenures are entitled to hold the tenures for an unlimited time period. In order to maintain the claims, either a minimum amount per hectare must be spent on exploration and development work on the claim each year; or a cash-in-lieu payment must be submitted. The amount of work required, and cash-in-lieu amounts required per hectare for each anniversary year are summarized in Table 4-1.

<b>Anniversary Year</b>	<b>Work Requirement</b>	<b>Cash-In-Lieu</b>
1 and 2	\$5/hectare	\$10/hectare
3 and 4	\$10/hectare	\$20/hectare
5 and 6	\$15/hectare	\$30/hectare
7 and subsequent	\$20/hectare	\$40/hectare

Table 4-1. Mineral Tenure Work Requirements and Cash-In-Lieu Payments in BC

The Blue Property is comprised of two contiguous mineral claims covering an area of 1,126.49 ha (Table 4-2; Figure 4-2); these claims are registered under and subject to the Mineral Tenure Act (MTA) of the Province of British Columbia. The claims are currently owned by Zimtu. The Company has an option agreement with Zimtu for 100% interest in the claims. Conditions of the agreement require the Company to pay Zimtu C\$100,000 and 3,000,000 common shares as follows:

- (I) \$50,000 & 1,000,000 common shares upon signing; and
- (II) \$50,000 three years from signing;
- (III) 1,000,000 common shares 2 years from signing; and
- (IV) 1,000,000 common shares 3 years from signing.

Zimtu will also retain a 2% NSR with a 50% buyback for C\$ 1,000,000.

<b>Claim Number</b>	<b>Claim Name</b>	<b>Issue Date</b>	<b>Good to Date</b>	<b>Status</b>	<b>Area (ha)</b>
1056707	Blue	2017-11-29	2021-12-15	Good	99.39
1057034	Blue 2.0	2017-12-15	2021-12-15	Good	1027.1

Table 4-2. Details of the Blue Property claims

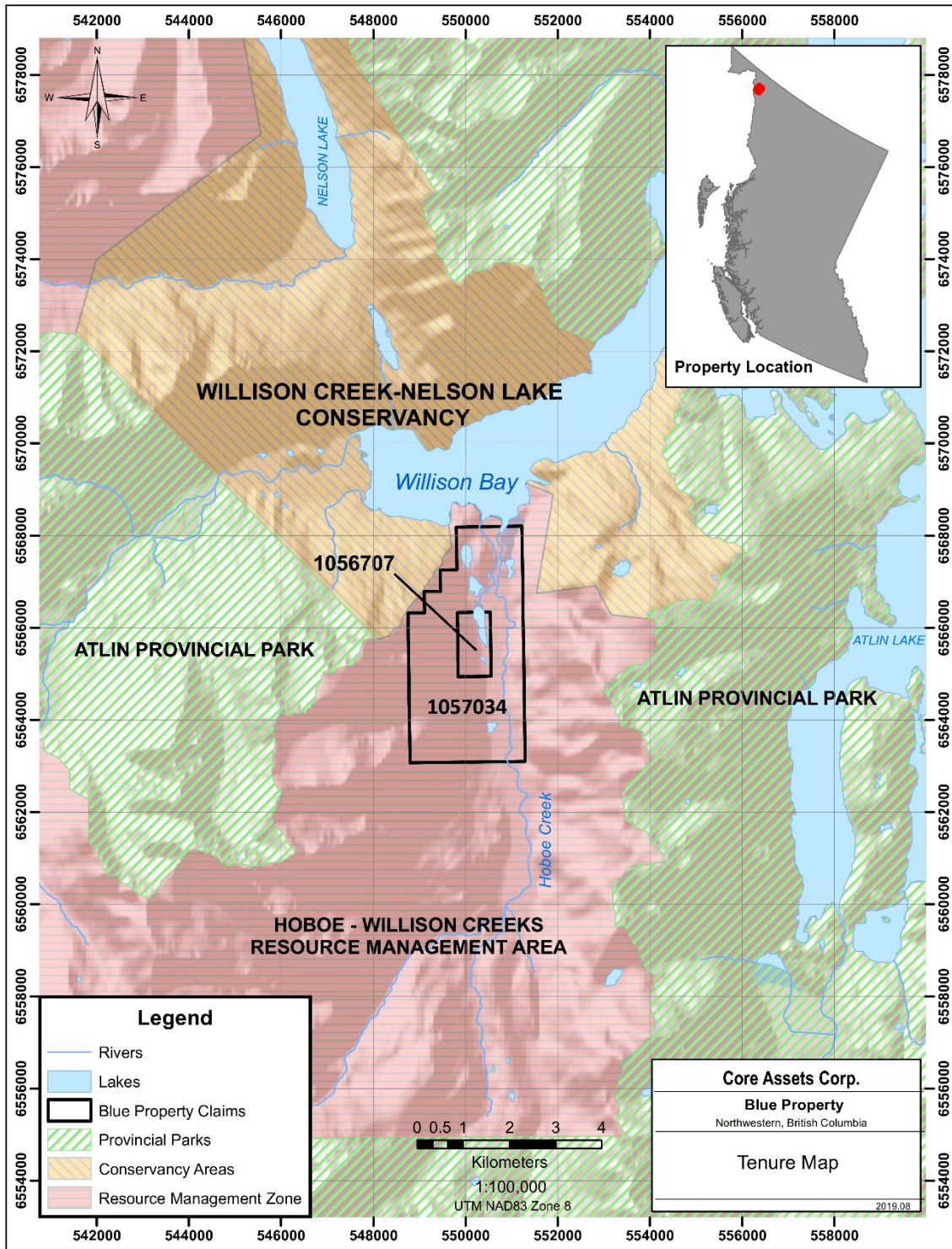


Figure 4-2. Blue Property Tenure Map

*Other Significant Factors and Risks*

The Blue Property lies in the Hoboe–Willison Creeks / Sit’Héeni Resource Management Area (‘Hoboe-Willison RMZ’), formerly the Atlin Recreation Area. Regulations for the Hoboe-Willison RMZ are found within the Atlin Taku Land Use Plan. In this Hoboe-Willison RMZ, resource development must avoid or

minimize impacts to wildlife habitats, cultural and recreational values and water quality; access to Hoboe-Willison Creeks should be through the mouth of Hoboe Creek; permanent roads and major hydroelectric development are prohibited; disturbance of goats by helicopter is to be avoided; and preferred location of exploration and development near to the Willison Bay to minimize disturbance and impact on cultural, ecological, visual, recreation and wilderness values of the RMZ.

It is advised to develop a proactive approach regarding the engagement of the Taku River Tlingit First Nation (TRTFN) relating to any proposal of work and any work undertaken toward the advancement of the Blue Property.

## **Accessibility, Climate, Local Resources, Infrastructure and Physiography**

### *Access, Infrastructure and Local Resources*

The Blue Property is located approximately 48 km southeast of the nearest major population centre, Atlin, British Columbia (Figure 5-1). According to the 2016 Census, Atlin has a population of approximately 500. The north end of the Property is accessible from Atlin Lake via the Torres Channel and Willison Bay by boat during summer months or snowmobile during winter; a float or ski plane can access the north end of the Blue Property year-round from Willison Bay. Helicopter support also provides year-round access to the Blue Property.

As a small community, Atlin has limited resources but can provide accommodations, fuel, limited heavy equipment, transportation, supplies and food. Additional resources can be found in the city of Whitehorse (population 25,085: 2016 census), Yukon Territory, approximately 170 km by road north of Atlin.

There is no existing power or other facilities on the Blue Property. Water sources for the Blue Property include Hoboe Creek and Atlin Lake.

### *Topography, Elevation and Vegetation*

Physiography of the region is diverse due to topographical variation throughout the area. Elevation on the Blue Property ranges from 670 m to 2150 m above sea level and the tree line usually occurring between 1370 m to 1400 m above sea level. Marshlands and flood plains dominate the valley bottoms, while the lower slopes of the mountain are forested by spruce, fir, pine, and alder. Transition areas between the slopes near Hoboe Creek and the marshland are covered with alder, willow and various species of shrubs. Glaciofluvial terraces in the area contain well drained and dry soils which lack the ability to support trees. While outcrops are difficult to find in valley and on the gentle lower slopes, they are common on steep slopes and in cirque basins. Glacial sediments, capable of supporting vegetation at higher elevations, are widespread throughout the area.

Under the Ecological Framework of Canada, the Property Blue is contained within the Boreal Cordillera ecozone, specifically the Yukon-Stikine Highland ecoregion classification; the ecoregion is described as a combination of three distinct vegetation zones:

- alpine tundra characterized by low-growing heather, dwarf birch, willow, grass, and lichen
- subalpine forests characterized by fir and white spruce
- closed boreal forests of black and white spruce

Characteristic wildlife for the Yukon-Stikine Highland ecoregion includes Stone's and Dall's sheep, wolverine, ptarmigan, moose, deer, spruce grouse, wolf, mountain goat, pika, grizzly and black bear. Herds of woodland caribou belonging to the northern mountain population have also been observed in the area.

### *Climate*

Climate for the region is transitional, influenced by coastal and interior weather patterns. Precipitation decreases moving inland from the coast and the Blue Property lies within the rain shadow of the Boundary Ranges, a subrange of the Coast Mountains. The region receives most of its precipitation during winter months and has a mean annual precipitation between 500 mm to 600 mm. The mean annual temperature is approximately -1°C, while winter and summer means are -13°C and 10°C, respectively.

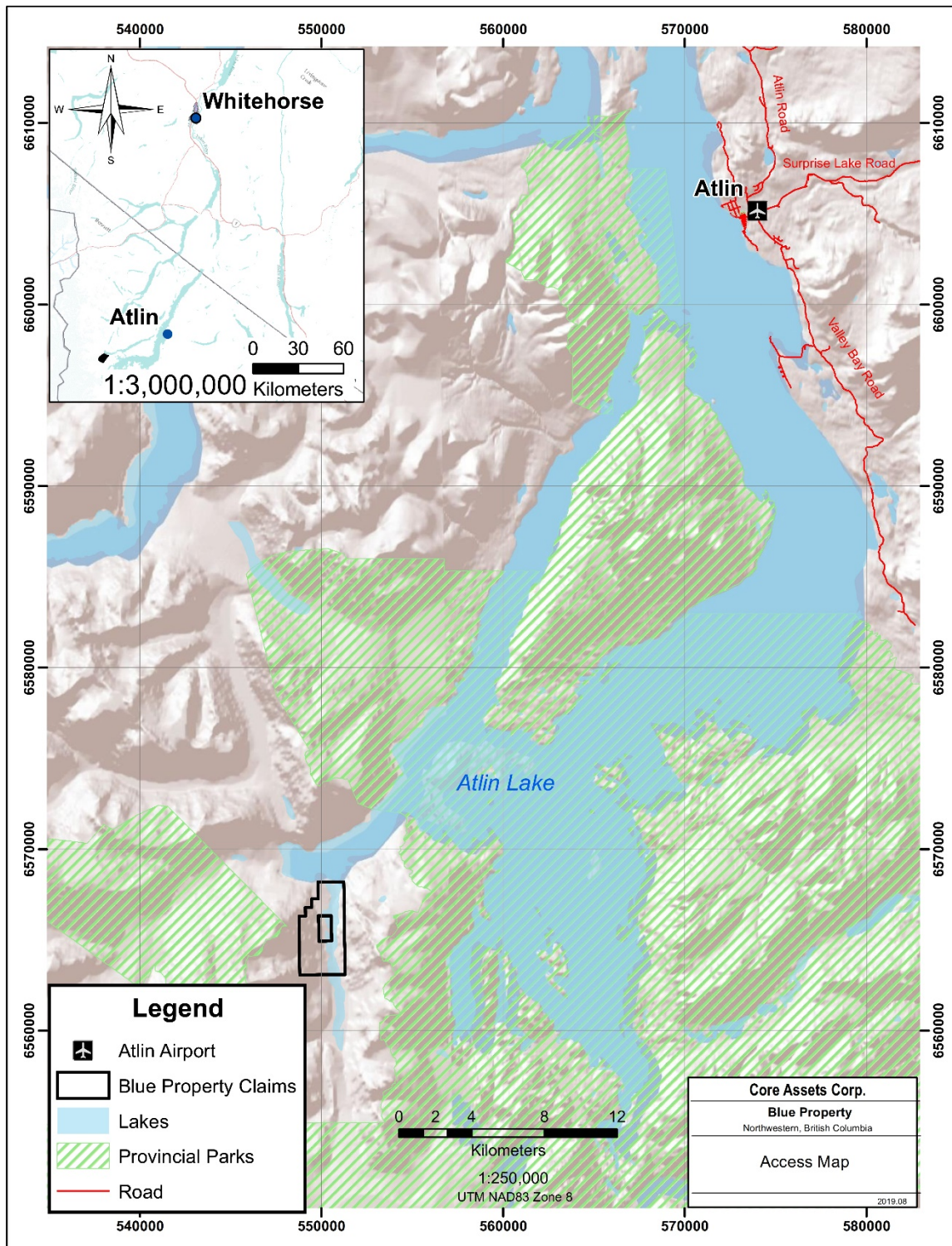


Figure 5-1. Property Access Map

## History

This information is predominantly derived from the British Columbia Geological Survey MINFILE reports and from British Columbia's Assessment Report Indexing Service (ARIS). Some historical work occurred on other claim blocks and properties.

### *Prior Ownership, Exploration, and Development*

The type and extent of historical exploration on the Blue Property is summarized in Table 6-1 below; information has been largely obtained from the British Columbia Geological Survey (BCGS) MINFILE reports and from British Columbia's Assessment Report Indexing Service (ARIS).

<b>Year</b>	<b>Owner</b>	<b>Scope of Work Completed</b>
1899-1918	Laverdiere Brothers	Drove four adits
1948	Harper Reed, W.J. Husselbee, and C. Baker	Record of work unavailable
1956-1964	Bethlehem Copper Corporation	Record of work unavailable
1964	Cominco	Ground magnetometer survey; Geological mapping; Diamond drilling - 5 holes totaling ~154 m
1970	Centex Mines Limited	Geological mapping; Diamond drilling - 2 EX holes totaling 48 m in the French adit area
1971-1973	Hobo Creek Copper Mines Limited	Diamond drilling - 5 AQ holes totaling ~445 m in the French adit area
1973-1976	Rio Plata Silver Mines Limited	Diamond drilling - 5 EX holes and 2 AQ holes totaling ~643 m in the French adit area
1976-1979	Whitehorse Copper Mines	Magnetometer survey; Core re-logging
1979-1982	Noranda Exploration Company Limited	Core re-logging and re-sampling; Diamond drilling - 2 BQ holes totaling ~268.2 m
1989-1990	Pacific Sentinel Gold Corporation	Geological reconnaissance
2018	Zimtu Capital Corp.	Geological reconnaissance

Table 6-1. Summary of Prior Ownership, Exploration, and Development

### Laverdiere Brothers

Exploration on the Blue Property began in 1899, with the prospect deriving its namesake from Frank, Tom, and Noel Laverdiere who staked the four original claims – French, Alvine, Holy Cross, and Broughton on Hoboe Creek. Three crown grants were issued to the Laverdiere brothers on March 12, 1903: the Alvine claim, lot 247, encompassing 51.65 acres was granted to Frank Laverdiere; the French claim, lot 246, encompassing 48.87 acres was granted to Tom Laverdiere; the Holy Cross claim, lot 245 was granted to Noel Laverdiere. Collectively, the four claims were termed the Laverdiere Group. Three adjacent claims: Butte (34.60 acres), Great Falls (401.5 acres), and Helena (48.90 acres), lots 304 to 306

had been crown granted to John Caplice on March 11, 1903. The Laverdiere Group was worked by the brothers until approximately 1918, at which time it consisted of six claims, before being abandoned.

During their operation of the claims, the Laverdiere brothers, drove four adits, worked a drift, and open cuts. The four adits are referred to as the North adit, the French adit, the South adit, and the Laverdiere adit. The North, French, and South adits were respectively driven for lengths of 6 m, 47 m, and 65 m; the Laverdiere adit caved and its length is unknown (White, 1971).

Harper Reed, W.J. Husselbee, and C. Baker

Harper Reed, W.J. Husselbee, and C. Baker staked nine mineral claims along Hoboe Creek in 1948, reportedly over the Laverdiere prospect. No detailed documentation of works undertaken on these claims is available.

Bethlehem Copper Corporation

Bethlehem Copper reportedly purchased eight claims over the Laverdiere prospect in 1956; it is unclear if these claims were purchased from Harper Reed, W.J. Husselbee, and C. Baker. Bethlehem Copper maintained the claims until 1964 when the property was optioned to the Consolidated Mining and Smelting Company of Canada Limited (Cominco).

Cominco

Cominco carried out an intermittent work program from March to August 1964 comprised of geological and magnetometer surveys. Additionally, 5 diamond drill holes totalling 154 meters were drilled. The magnetometer survey identified magnetic anomalies in the vicinity of the North adit, the French adit, and the South adit (Gifford and Richardson, 1964). Detailed documentation of the drilling Cominco undertook, presumably after the results of the magnetometer and geological surveys, is unavailable. White (1969) states that Cominco drilled three or four holes, each roughly 18 m in length.

Centex mines Limited

Centex Mines Limited (Centex) optioned lots 304 to 306 (Butte, Great Falls, and Helena) in 1969. Centex examined and mapped the mineral showings, drilled two EX diamond drill holes into the showing at the French adit totalling 48 m (White, 1969).

Hobo Creek Copper Mines Limited

Hobo Creek Copper Mines Limited (Hobo) drilled five AQ diamond drill holes, HC-1 through HC-5, during May and June in 1971. A total of 445 m of diamond drilling was completed in the French adit area by Hobo (White, 1971). Hobo maintained the property until 1973.

Rio Plata Silver Mines Limited

Rio Plata Silver Mines Limited (Rio) was assigned the claims in 1973. During the spring of 1973 Rio drilled five EX, "X-ray" or "Winkie", totalling 57 m of diamond drilling in the French adit area and one AQ diamond drill hole to a depth of 265 m (Fustos, 1974). Following the spring drilling campaign, Rio conducted a 176 line-kilometer aeromagnetic survey between August 6 to August 8, 1973. The aeromagnetic survey indicated a new area of skarn mineralization and two areas of possible porphyry mineralization (Nielsen and Phelps, 1973). A second drill campaign was initiated by Rio in the fall of 1973 consisting of a single AQ diamond drill hole to a depth of 321 m (Fustos, 1974).

## Whitehorse Copper Mines

Whitehorse Copper Mines (Whitehorse) acquired the ground in 1976. Whitehorse completed magnetometer and geological surveys, the details of which are unavailable; relogging of diamond drill core from Hobo Creek Copper Mines Limited HC-1 drill hole was also completed (MacDonald, 1981).

## Noranda Exploration Company Limited

Noranda Exploration Company Limited (Noranda) acquired the ground on April 4<sup>th</sup>, 1979. Noranda completed a review of previously drilled diamond drill core and a re-sampling program during 1981. In 1982 Noranda drilled two BQ diamond drill holes totalling 268.2 m (Savell, 1982).

## Pacific Sentinel Gold Corporation

Pacific Sentinel Gold Corporation (Pacific) undertook a brief reconnaissance and sampling program between September 13 to September 17, 1989.

## Zimtu Capital Corp.

Zimtu undertook of reconnaissance program of the Blue Property from September 7 to September 11<sup>th</sup>, 2018. A total of 28 rock samples were collected, from outcrop, and the historic French and North adits (Figure 6-1). Zimtu's program returned results of up to 1.56 g/ton Au, 43.3 g/t Ag, and 8.46% Cu in the French adit area; samples from the North adit area assayed up to 1.57 g/ton Au, 46.5 g/ton Ag, and 1.86% Cu (Rodway, 2018).



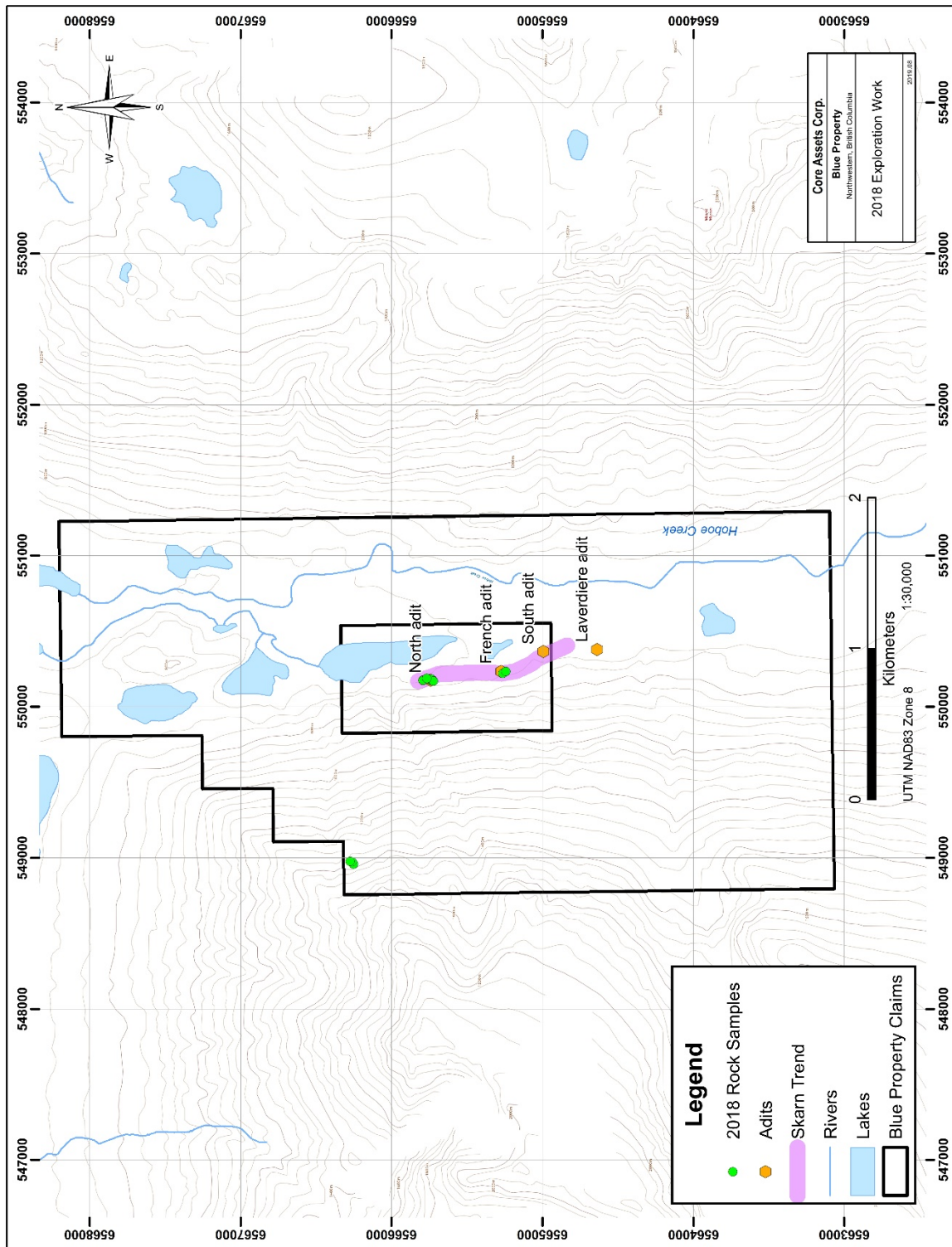


Figure 6-1. 2018 Zimtu Capital Corp. Sample Locations

## Geological Setting and Mineralization

### *Regional Geology*

The Blue Property straddles the eastern boundary of the Coast Belt and the western boundary of the Intermontane Belt (Figure 7-1) along the Hoboe Creek Valley in the Canadian Cordillera. As

physiographic unit, the Coast Belt is represented by the Coast Mountains for almost the entirety of British Columbia's coastline. The Coast Belt is comprised of mainly granitic rock spanning a Jurassic through Cenozoic temporal range. The remainder of the Coast Belt are Proterozoic, at the latest, to Holocene complexly deformed, high grade metamorphic sedimentary and volcanic rocks formed in magmatic arcs or accretionary complexes (Monger and Price, 2002). The Intermontane Belt in northwestern British Columbia is represented by the Stikine physiographic unit. Sedimentary, granitic, and volcanic rocks geologically define the Intermontane Belt spanning the following facies and temporal ranges: Devonian to Early Jurassic island arcs and accretionary complexes; Middle Jurassic to Cenozoic continental arc, marine, and terrestrial clastics; Devonian to Cenozoic granitic rocks (Monger and Price, 2002).

A major regional structure, the Llewellyn fault, juxtaposes the Nisling terrane, a Proterozoic to lower Paleozoic aged continental margin assemblage (west), against the Upper Triassic to Middle Jurassic northern Stikine terrane (east) (Figure 7-2). The Llewellyn fault exceeds 100 km in length, striking northwest from the Tulsequah area to the British Columbia-Yukon border. It is characterized as a steeply dipping, brittle dextral strike-slip structure (Mihalynuk et al., 1994, 1999).

The Nisling terrane is a greenschist to upper amphibolite facies metamorphosed continental margin assemblage composed of marbles and metaclastic rocks. Near Atlin, metasedimentary and metavolcanic rocks have been subdivided into Boundary Ranges and Florence Range suites. The Boundary Ranges suite is dominantly intermediate metavolcanics rocks and the Florence Range suite is comprised of quartz-rich metapelitic rocks, marble, quartzite, and amphibolite (Jackson, 1992).

In this area, the Stikine terrane is comprised of Upper Triassic strata belonging to the Stuhini Group; this group consists of limestones, arkosic sandstone, basaltic flows and breccia, debris-flow conglomerate, turbiditic volcanic sandstone, and argillite (Bultman, 1979; Mihalynuk and Mountjoy, 1990). The northwestern part of the Stikine terrane is an exceptionally prolific area for economic ore deposits and has been dubbed "The Golden Triangle". The rocks of this area are known to host volcanogenic massive sulphide, alkaline porphyry Cu-Au, and epithermal precious metal deposits.

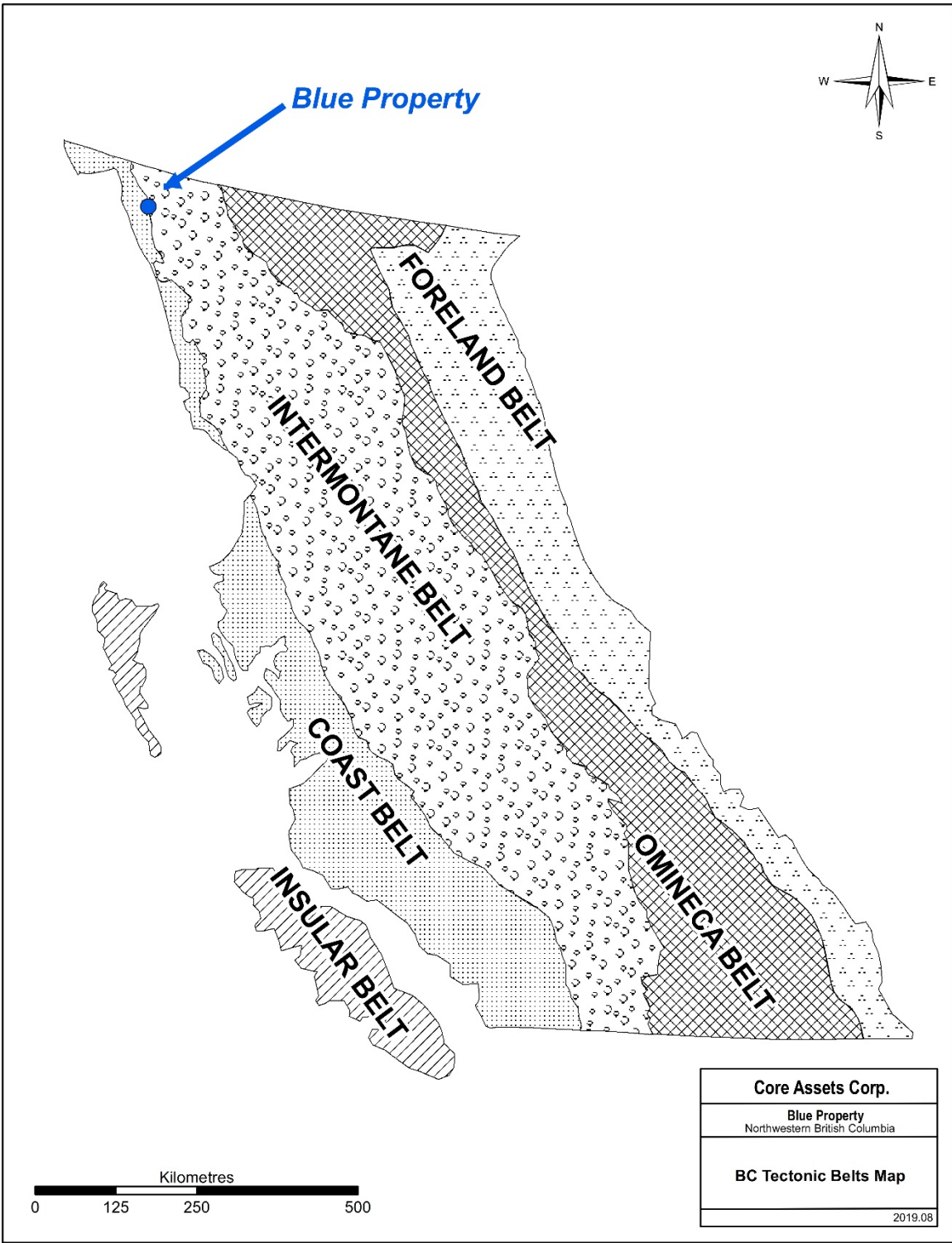


Figure 7-1. British Columbia Terranes

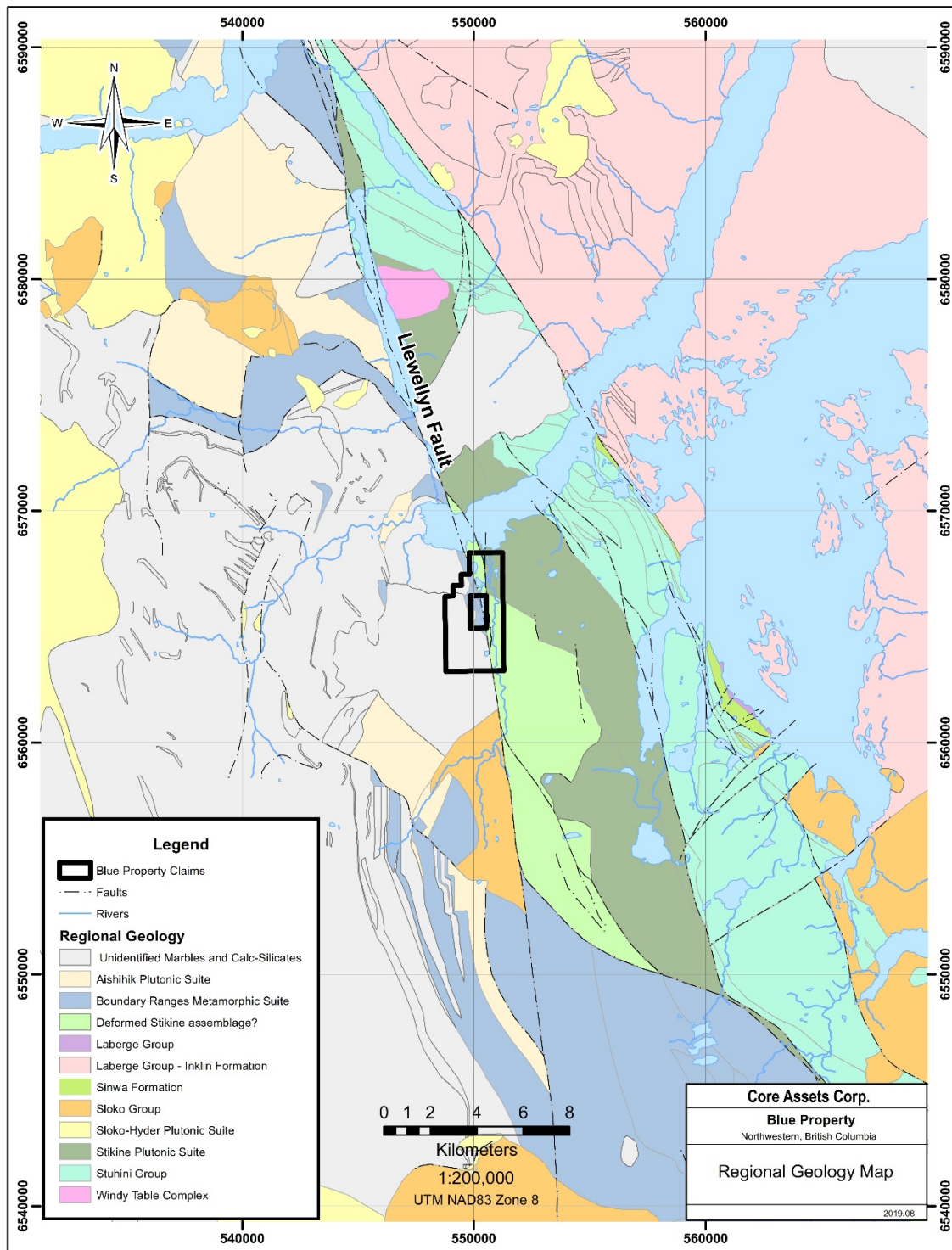


Figure 7-2. Regional Geology

### Property Geology

Geology of the Blue Property is predominantly exposures of Boundary Ranges metamorphic suite biotite schists and marbles dominated by intrusions granitic rocks belonging to the Coast Plutonic Complex. Schists of the Boundary Ranges metamorphic suite grade from quartzofeldspathic into calcisilicate

bearing, near contacts with interlayered marbles (Jackson et al., 1990). The interlayered marbles range in thickness from a few meters to over 100 m; these marbles are dominantly either coarsely crystalline calcite or layered, diopside rich metadolomite. Gneissic rocks typically occur within a radius of a few hundred meters to intrusive bodies and likely represent contact metamorphic equivalents of schistose units.

Exposures of lithologies belonging to the Stuhini Group are poorly represented on the Property, dominantly occurring along its eastern or northern borders. The lowermost unit of the Stuhini Group, east of the Llwellyn fault zone, is a sheared, brecciated, and locally calcite veined basalt.

Intrusive granitic units on the Blue Property are comprised of biotite granite to granodiorite and biotite-hornblende granite to alaskite. These granitic intrusions dominantly span a temporal range from the Late Triassic to the Mid-Cretaceous, though younger intrusives of smaller relative volumes occur throughout the area (Jackson et al., 1990).

### *Mineralized Zones*

Mineralization on the Blue Property is hosted by a magnetite skarn with the principal observed ore minerals represented by magnetite and iron-copper sulphides; these are accompanied by variable amounts of gold and silver based on assay values. The magnetite skarns trend northwest-southeast along the Hoboe Creek valley, on the periphery of a biotite granodiorite, and are hosted by schists, metamorphosed limestones and siltstones. Malachite rinds form on outcropping carbonate units in proximity to the magnetite skarns indicating the presence or a spatial association of copper bearing phases. Hematite staining or disaggregated irregular bands of magnetite occur in metamorphosed carbonate, calcareous, or siliclastic country rocks adjacent to the main magnetite skarn bodies. Gangue assemblages are dominated by serpentine, chlorite, epidote, tremolite, and talc; this assemblage represents a magnesian skarn.

The historic French adit, which is still accessible, transects a magnetite skarn and truncates approximately 47 m from its portal against the granodiorite. Chalcopyrite, pyrite, pyrrhotite, and to a lesser extent, bornite, can be clearly observed along the adit's length (Rodway, 2018).

Historic drilling on the Blue Property, conducted by Rio Plata Silver Mines Ltd. in 1973, also encountered copper mineralization in DDH 2-73, that Fustos (1974), describes as "porphyry type". Drillhole DDH 2-73 was subsequently relogged by Whitehorse Copper Mines Limited personnel during their ownership of the Blue Property, between 1976 to 1979. In March of 1981, Noranda Exploration Company Limited, acquired the core for DDH 2-73 from Whitehorse Copper Mines Limited. Noranda restored and examined the core, amending sections of Whitehorse's geological log and collecting additional samples. The purpose of Noranda's technical study of the core from DDH 2-73 was to view the alteration of the granitic rock and resample for precious metal and tungsten (MacDonald, 1981). The well-fractured and moderately altered granitic rock of DDH 2-73 from 0 to 175.4 m, had an average copper grade of 0.27%; scheelite was also observed, by ultra-violet lamping of the core, in small quartz healed fractures in the granitic rock, associated with chalcopyrite (MacDonald, 1981).

### **Deposit Types**

The Au-Ag-Cu mineralization of the Blue Property is hosted by an Fe (Cu) classed skarn known as the Laverdiere prospect (Ray, 1997). Fe skarns are characteristically controlled by pluton margins, stratigraphic contacts, and local structures (Ray, 2013). Morphologically, Fe classed skarns typically occur as sheets, massive lenses, or stratiform bodies.

Generally, a skarn describes Ca or Mg silicate alteration with enrichment in Fe, Al, and possibly Mn, often by replacement of a calcareous host (Ray, 1997). Skarns are defined by their gangue mineralogy and commonly form through one of the following processes:

- 1) Local metasomatic reaction during regional or contact metamorphism; these are termed reaction skarns.
- 2) Infiltration metasomatism involving the entry of either metamorphic or magmatic sourced hydrothermal fluids; these are termed replacement skarns or infiltration skarns.

Two broad groups of skarns emerge based on the alteration or gangue assemblage. The first group, magnesian skarns, are usually characterized by assemblages containing serpentine, olivine, phlogopite, spinel, magnesian clinopyroxenes, garnet, orthopyroxene, pargasite and humite group minerals, typically as a result of dolomite replacement (Ray, 1997). The second group, calcic skarns, are usually characterized by assemblages dominated by epidote, calcic amphibole, garnet, clinopyroxene, and wollastonite, as a replacement of calcareous rocks (Ray, 1997).

Skarns can be further classed as either an endoskarn or exoskarn depending on the nature of the relationship to an igneous pluton. Endoskarns develop within an igneous intrusion as its overprinted by the alteration suite; exoskarns are developed in country rocks surrounding the intrusion.

There are at approximately 735 skarn occurrences in British Columbia and of these roughly 146 of them are classed as Fe skarns. Tectonically, Fe skarns are associated with rifted continental margins, synorogenic continental margins, and island arcs. While many skarns are barren, it is also possible for them to contain significant quantities of economic minerals such as Au, Sn, Fe, Cu, Mo and W. (Ray, 2013) In skarn systems mineralization occurs when temperatures begin to fall and hydrothermal fluids cool, resulting in retrograde alteration (Ray, 1997). During the formation of skarns both prograde and retrograde alteration may occur coevally, which affects the distribution of economic minerals.

Ore mineralogy in Fe skarn deposits is characterized by magnetite with subordinate minerals including but not limited to chalcopyrite, pyrite, cobaltite, pyrrhotite, arsenopyrite, sphalerite, galena, molybdenite, bornite, hematite, martite, and gold. More rarely, Fe skarn deposits may have associated telluride, halide, or tungstate minerals. Fe skarns may have associated porphyry Cu deposits or Pb-Zn/Fe-sulphide rich mantos or replacements.

A proxy for porphyry systems is a spatially and genetically associated volume of hydrothermally altered/mineralized rock, like magnetite skarns. Porphyrys vary in size from relatively small systems consisting of a few million tonnes, to giants of a few billion tonnes; mineralization in these types of systems usually occurs as vein stockworks that host disseminated sulphides of copper, like chalcopyrite, and may have accompanying tungstates, like scheelite. Cu grades in porphyry systems commonly grade from 0.2% to 2%.

## **Exploration**

The Technical Report presents the results of the Company's 2019 exploration program on the Blue Property. The site visit by the Author is described in the section entitled "Data Verification"; details regarding historic exploration programs are summarized in the section entitled "History".

Work completed by Company to date on the Blue Property, consists of a 2D resistivity/induced polarization, geophysical survey.

## *Geophysics*

Between June 15<sup>th</sup> and June 22<sup>nd</sup>, 2019, Aurora Geosciences Ltd. (Aurora) based at 34A Laberge Rd. Whitehorse, YT, conducted a 2D resistivity/induced polarization (IP) survey over a portion of the Blue Property on behalf of the Company.

A single 2 km survey line, L200, was selected as the priority target (Figure 9-1) with measurement stations at 50 m spacings. The L200 line passes directly over the skarn trend, approximately 80 m south of the historical French adit and Zimtu's 2018 sample collection sites; due to terrain constraints, measurements were only collected over a 1200 m section of the line, covering stations 250 through 1450.

Aurora utilized a standard pole-dipole array, injecting current to a maximum of 2400 V, using a GDD TxII transmitter and collecting the data with a 10 channel receiver, an ELREC Pro, measuring a 500 m array of stainless steel electrodes at 50 m spacings (Vainionpaa, 2019). At the end of the L200 survey line, the number of channels read by the receiver were closed one at a time to roll off the dipoles in order to collect the shallow signal data (Vainionpaa, 2019). Generally, contact resistance for the L200 survey line was low but sections of the line experienced higher resistivity as a result of drier ground conditions at elevation.

Geosoft's Oasis montaj<sup>®</sup> induced polarization module was used to process and validate the data collected from the ELREC Pro receiver. A surface topography profile for the L200 line was also generated in Oasis montaj<sup>®</sup> using the data collected by the Aurora field crew with non-differential Garmin handheld GPS. Pseudosection plots generated in Oasis montaj<sup>®</sup> for calculated resistivity, chargeability, inverted resistivity, and inverted chargeability from the L200 line (Figure 9-2) show the low resistivity and high chargeability response associated with the known skarn mineralization at the eastern end of the line. The pseudosections show two additional anomalous zones of high chargeability and low resistivity occurring approximately 150 m below the modeled topography, discussed under Interpretations and Conclusions.

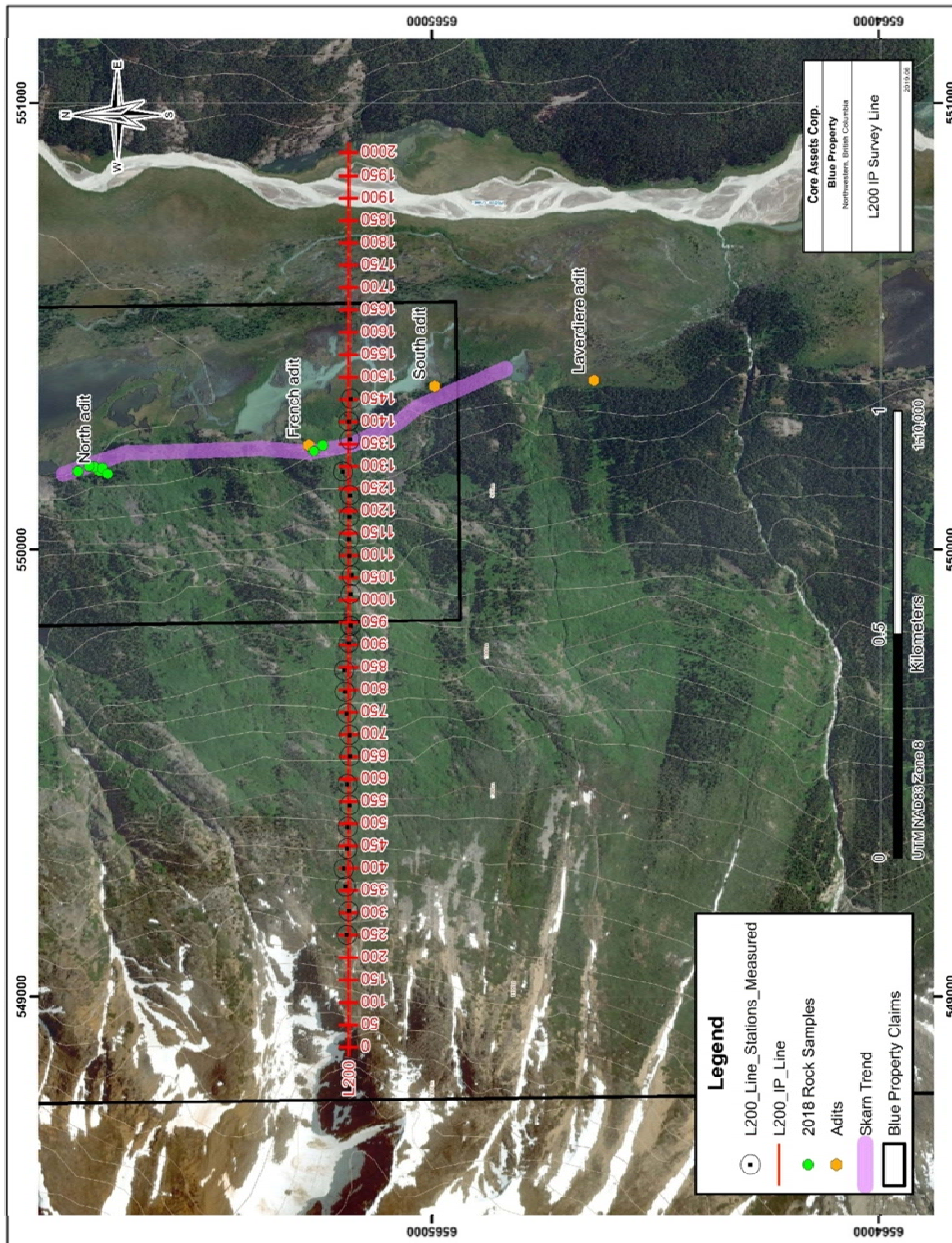


Figure 9-1. L200 IP Survey Line





## **Drilling**

As of the date of the Technical Report the Company had not conducted drilling on the Blue Property.

## **Sample Preparation, Analysis and Security**

### *Laboratory Sample Preparation and Analysis*

#### Zimtu Samples

Zimtu sent all 2018 rock samples to ALS Minerals (ALS) in Whitehorse, Yukon for preparation; the prepared samples were shipped from ALS in Whitehorse to ALS in North Vancouver for analysis. Samples were bagged in field using a polyethylene bag, recorded, assigned a sample number with the respective Tyvek® identification tag placed in the sample bag, and sealed with electrical tape (Rodway, 2018). Sealed samples were delivered directly by Zimtu staff to ALS in Whitehorse on their return from Atlin.

ALS Whitehorse pulverized 1000 grams of each sample to 85% < 75 µm. Samples were analyzed using package ME-ICP41, aqua regia digestion followed by ICP-AES analysis; PGM-ICP24, fire assay with a 50-gram nominal sample weight followed by ICP-AES analysis; and ME-OG46, ore grade aqua regia digestion for Ag, Cu, Pb, and Zn if the detection limits of ME-ICP41 were exceeded, with an ICP-AES finish.

ALS is a commercial laboratory and completely independent of Core Assets. ALS in Whitehorse and ALS in North Vancouver are both ISO/IEC 17025 accredited.

### *Quality Assurance and Quality Control (QA/QC)*

It is the Author's opinion that the adequacy of sample preparation, security and analytical procedures are enough for this stage of exploration on the Blue Property. Future exploration programs should include the use of a blank material in sample submissions and the use of certified reference materials at a sufficiently advanced stage.

## **Data Verification**

The Author visited the Blue Property on June 5, 2019. During the visit he reviewed Zimtu's 2018 sample sites, exposed outcrop, talus, historic adits (Figures 12-1 through 12-4), and collected 17 samples relevant to this report. Samples taken by the Author were collected from both the 2018 Zimtu sample sites and independently selected sites. Samples collected by the Author are presented in Table 12-1 below.



Figure 12-1. Clearly marked collection site for samples 12855 and 12856 from Zimtu's 2018 exploration program



Figure 12-2. Mineralized outcrop exposure with a malachite rind on weathered surface



Figure 12-3. Mineralized talus below the outcrop exposure in Figure 12-2



Figure 12-4. Access point to the historic French adits, centre background

Sample ID	Easting	Northing	Au (ppb)	Ag (g/ton)	Cu (ppm)
4306	550228.873	6565241.985	65	5.1	7660
4307	550229.268	6565242.324	137	4.7	8050
4308	550229.056	6565245.44	23	5.1	4700
4309	550231.028	6565251.702	24	0.6	1260
4310	550224.579	6565255.961	16	0.9	1330
4311	550217.284	6565259.317	139	6	12000
4312	550217.284	6565259.317	276	14.8	25400
4313	550217.284	6565259.317	4	1.2	2520
4314	550238.376	6565257.256	574	18.6	48600
4315	550180.587	6565769.453	5	< 0.2	113
4316	550185.239	6565762.944	6	0.3	38
4317	550183.446	6565738.753	120	11.4	11500
4318	550181.125	6565741.618	207	8.7	6240
4319	550183.057	6565746.655	73	2	207
4320	550195.882	6565254.58	9	0.4	1090
4321	550195.882	6565254.58	19	0.7	1340
4322	550203.622	6565260.696	683	26.6	8220

Table 12-1. Samples collected by the Author

All samples were catalogued, prepared for shipment and analytical submission by the Author. A reference photo was collected for each sample before they were placed in a 6-mil polyethylene bag with a Tyvek® identification tag and an additional identification tag written on orange flagging tape in permanent marker. All bags were sealed with a plastic zip tie and the sample identification written on the bag's exterior in permanent marker before being securely packaged inside a tamperproof 5-gallon pail (Figure 12-5).



Figure 12-5. Sample reference photo and prepared samples ready for analytical submission

A quartz blank was inserted into the sample sequence by the Author after all other samples had been sealed. The quartz blank, sample 4312-A, was inserted between samples with relatively high-grade Au, Ag, and Cu; results for the quartz blank suggest minor systemic cross contamination. The assay results for the blank were above the detection limit for Au (2 ppb) and Cu (1ppm) but below the detection limit for Ag (0.2 ppm); in the blank, Au assayed 5 ppb and Cu assayed 112 ppm. The Author considers the assay value of Au, 5 ppb, acceptable given that it stands at only 2.5x the detection limit. The Author considers the assay value of Cu, 112 ppm, indicative of minor systemic cross contamination as it stands at roughly 100x the detection limit. However, at this stage of the project the Author does not believe the cross contamination to have any material impact on the overall assay values returned.

All assay certificates from the 2018 exploration program and historic reports were reviewed by the Author. Sample locations were recorded using a handheld Garmin 60 series GPS for the 2018 exploration program.

The date of the Author's personal inspection in relation to the resistivity survey is not a factor for consideration; after reviewing the location data and generated pseudosections for the IP survey, the Author believes that the survey and subsequent interpretation are of high standard and are relevant to the development of the project.

It is the Author's opinion that the data produced meets the required standards for the Technical Report.

### **Mineral Processing and Metallurgical Testing**

No mineral processing or metallurgical testing has been completed on the Blue Property.

### **Mineral Resource Estimates**

No mineral resource estimation has been completed on the Blue Property.

### **Advanced Headings**

The Blue Property is an early stage exploration project. The following sections are not relevant to the Report and have been omitted.

- Mineral Reserve Estimates
- Mining Methods;
- Recovery Methods;
- Project Infrastructure;
- Market Studies and Contracts;
- Environmental Studies, Permitting and Social or Community Impact;
- Capital and Operating Costs; and
- Economic Analysis.

### **Adjacent Properties**

There are no properties adjacent to the Blue Property.

### **Other Relevant Data and Information**

Companies and active members of partnerships conducting mineral exploration activities in British Columbia may be eligible for a mining exploration tax credit (METC) of 20%. Activities include prospecting, geological surveys, drilling, trenching, digging test pits, preliminary sampling, environmental studies and community consultations to obtain a right, license or privilege to determine the existence, location or quality of a mineral resource. Areas affected by Mountain Pine Beetle, are eligible for an enhanced credit of 30% of qualified exploration expenditures. The credit must be claimed within 18 months of the end of the tax year.

The Author is unaware of any other relevant data.

### **Interpretations and Conclusions**

Zimtu's 2018 exploration program confirmed the copper, silver, and gold mineralization potential of the Blue Property. Historically targeted skarn mineralization was also confirmed by the Author of the report during the 2019 site (Table 12-1). Historic drill intersections could not be confirmed as the core record has not been preserved; however, unmarked historic AQ drill collars/bores were observed in the French and North adit areas during the 2019 site visit.

The 2019 resistivity/induced polarization, geophysical survey successfully confirmed the ability to detect skarn mineralization at depth based on the known surface extents and historic drill logs. Additionally, the survey identified moderate chargeability anomalies up the hillside to the west of Hoboe Creek that can be drill tested (Figure 25.1); this area has mapped exposures of granitic rocks and therefore are considered to be porphyry style mineralization targets, similar to the mineralization recorded in historical DDH 2-73.

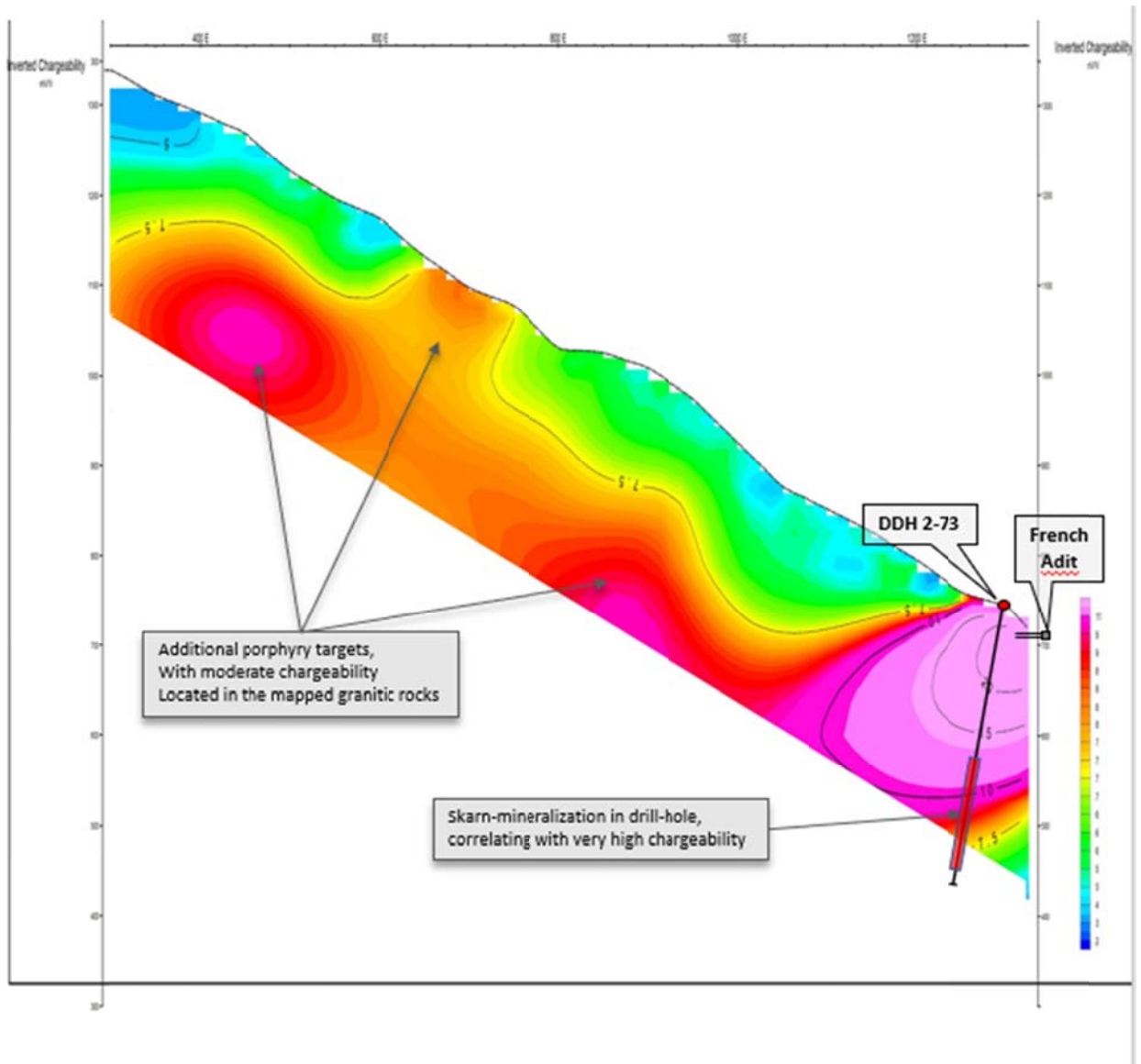


Figure 25-1. Confirmed chargeability response of mineralized magnetite skarn in the French adit area and identification of moderately chargeable porphyry style targets

## Recommendations

Based on the data collected and reviewed during the generation of the Report, a two-phase exploration program is recommended for the Blue Property. Phase I would be a geologic mapping campaign to verify and if necessary, amend the current interpretation of lithologies, contacts, alteration suites, and structures that has been generated from prior works. Mapping should focus on the surface exposures of mineralized skarns and the western, up slope, portions of the property overlying the proposed porphyry style chargeability anomalies. Concurrent sampling should be carried out during the mapping campaign to identify previously unrecorded mineralized skarn occurrences and prospective/fertile granitic rocks that could host porphyry style mineralization. Additionally, the mapping program should try to locate, identify, and label the historic drill holes, to assist in the creation of a basic 3D geological model. A proposed budget for Phase I is presented in table below.



Most of the Phase II work will be contingent on positive results achieved in Phase I, but the Company does plan to expend \$40,000 in soil sampling as recommended in Phase II in its first year of operations. The Company believes that soil sampling will provide additional valuable information to help the Company determine whether Phase II expenditures are justified.

Recommended work for Phase II consists of a soil sampling program, an expanded resistivity/induced polarization survey, designed to read approximately 100 m deeper, if possible, and a diamond drilling campaign. Priority targets generated from a combination of Phase I results and the additional geophysical survey lines, should be drill tested with approximately 2000 metres of coring, over 5 to 6 holes, based on the depth to mineralized or altered zones from historic diamond drill holes. Based on a compilation of various projects throughout the industry, a rough estimate of an all-in cost (planning, staffing, helicopter support, drilling, accommodation/camp costs, analytical, data compilation, reporting) of \$600 to \$800 per metre is expected.

Stage	Item	Estimated Cost (CAD)
Phase 1	Planning & Logistics	\$2,000.00
	Staffing (2 Project Geologists @ \$800/day + 2 Field Assistants @ \$600/day for 12 days)	\$33,600.00
	Helicopter Support (3 hours minimum @ \$1300/hr, including fuel)	\$39,000.00
	Accommodation & Meals (\$250/per person per day for 12 days)	\$12,000.00
	Transportation (flights, vehicle rental + fuel)	\$7,000.00
	Field Equipment & Supplies (GPS, InReach, Satellite Phone, and Disposables)	\$4,000.00
	Analytical (60 rock samples @ \$75/sample)	\$4,500.00
<b>Total:</b>		\$102,100.00

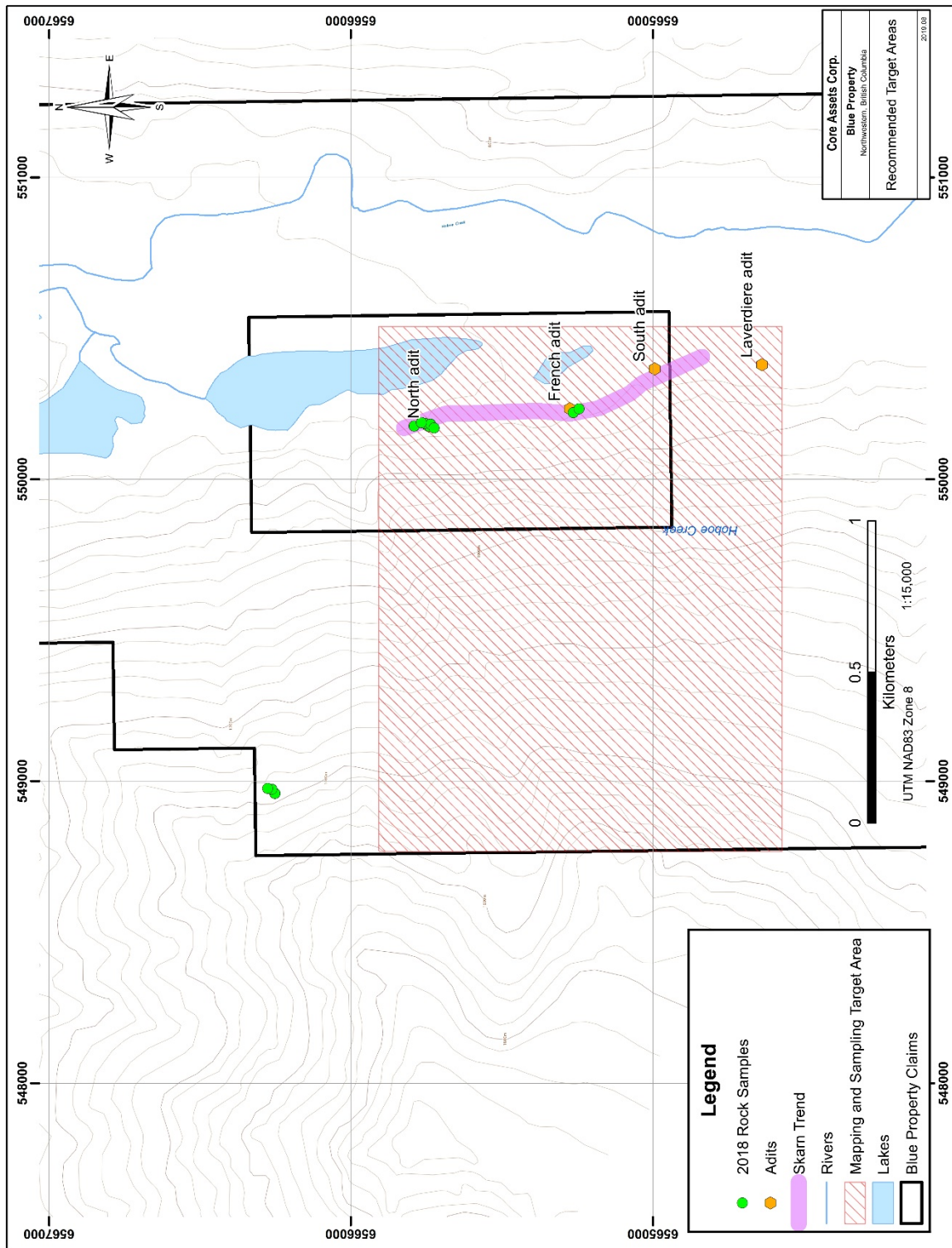


Figure 26-1. Recommended Mapping and Sampling Area

## USE OF AVAILABLE FUNDS

### Available Funds and Principal Purposes

This is a non-offering Prospectus. The Company is not raising any funds in conjunction with this Prospectus, and accordingly there are no distributions of securities or resulting offering proceeds.

As of May 31, 2020 the Company had approximately \$245,767 in working capital. These funds are related to proceeds from financings. There have been no material changes in working capital since May 30, 2020 except as disclosed in this Prospectus.

The Company was incorporated April 20, 2016. For year ended September 30, 2019, the Company had \$Nil in revenues and \$16,291 in expenses and for the six month period ended March 31, 2020, the Company had \$Nil in revenues and \$38,912 in expenses. Its cash position was acquired from private placement financings.

### Estimated Funds Available

The estimated funds available to the Company in the next 12 months are as follows:

Source of Estimated Funds Available	Amount
Working capital at May 31, 2020	\$245,767
Funds received from private placement financings (Note 1)	\$99,800
Total	\$345,567

Note 1: The Company closed a private placement of 1,860,000 Shares at \$0.05 per Share for aggregate proceeds of \$93,000 on June 9, 2020 and a private placement of 136,000 Shares at \$0.05 per Share for aggregate proceeds of \$6,800 on June 24, 2020.

### Use of Proceeds

The intended uses of the estimated available funds are as follows:

Principal Purpose	Estimated Cost
Estimated remaining costs of audited financial statements, legal costs and CSE Listing	\$33,500
Proposed Phase 1 exploration program on the Property as outlined in the Technical Report (Note 1)	\$102,100
Soil sampling as first step of Phase II exploration program on the Blue Property as outlined in the Technical Report (Note 1 and 2)	\$40,000
General and administrative expenses (see table below for a detailed breakdown of these expenses)	\$96,000
Unallocated Funds	\$73,967
Total	\$345,567

Note 1: See table in section under heading "Narrative Description of the Business - Recommendations" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Blue Property.

Note 2: The Company does not have sufficient funds to complete Phase II. The Company intends to use the information gathered in Phase I and the portion of the Phase II work program that it completes to analyze the best exploration targets on the Blue Property and once identified, raise funds from private placement investments to fund the remainder of the Phase II work program. Having information from Phase I and a portion of Phase II will permit the Company to better target its expenditures during the remainder of the Phase II work.

General and Administrative Expenses	Estimated Cost
Director wages (Note 1)	\$30,000
Management services (Note 2)	-
Office rent (Note 2)	-
Professional fees	\$37,000
Other support services (note 2)	\$9,000
Other miscellaneous general expenses	\$20,000
Administrative services (note 2)	-
Total	\$96,000

Note 1: Nicholas Rodway is expected to be paid an annual salary of \$30,000 paid monthly as a geologist for the Company. Mr. Rodway is a director and an insider of the Company.

Note 2: The Company is expecting to enter into an agreement with Zimtu that may be cancelled with one months' notice for management, administrative, rent and other support services for \$12,500 per month commencing 12 months from the date the Common Shares are listed on the Exchange. As a holder of more than 10% of the issued shares Zimtu is an insider of the Company.

The current global uncertainty with respect to the spread of COVID-19, the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of the Blue Property. To date, the Company has not yet but expects in future to experience delays in completing in completing its Phase I exploration program due to COVID-19.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading "Risk Factors." See "Use of Available Funds" for further details.

### Business Objectives and Milestones

Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company plans to achieve the business objectives set out below:

Business Objective	Estimated Time	Estimated Cost
Obtain a listing of Common Shares on the CSE	2 - 4 months	\$33,500
Complete Phase 1 of the Technical Report and soil sampling (Note 1)	6 – 8 months	\$102,100
Complete soil sampling as first step of Phase II exploration program (Note 1 and 2)	12 months	\$40,000
Total		\$175,600

Note 1: See table in section under heading "Narrative Description of the Business - Recommendations" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Blue Property.

Note 2: The Company does not have sufficient funds to complete Phase II. The Company intends to use the information gathered in Phase I and the portion of the Phase II work program that it completes to analyze the best exploration targets on the Blue Property and once identified, raise funds from private placement investments to fund the remainder of the Phase II work program. Having information from Phase I and a portion of Phase II will permit the Company to better target its expenditures during the remainder of the Phase II work.

While the Company intends to spend its current capital as listed above, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading “*Risk Factors*.”

See “*Estimated Funds Available and Use of Proceeds – Use of Available Funds*” above for the impact that COVID-19 may have on the Blue Property.

The Company has not yet achieved positive operating cash flow, and there are no assurances that the Company will not continue to experience negative cash flow from operations in the future.

## **DIVIDENDS OR DISTRIBUTIONS**

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company’s articles of incorporation, bylaws, or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business.

As such, the Company has no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors on the basis of the Company’s earnings, financial requirements and other conditions existing at the time a determination is made.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The following sets of MD&A should be read in conjunction with the Financial Statements and the disclosure contained in this Prospectus and the related notes thereto attached as Schedules as noted below. This discussion is current as at the date of this Prospectus. The financial information contained in the MD&A was prepared in accordance with IFRS for the year ended September 30, 2019 and the six month period ended March 31, 2020. All amounts in the MD&A are expressed in Canadian dollars unless otherwise identified.

The MD&A contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in this Prospectus under “*Caution Regarding Forward-Looking Statements*” and under “*Risk Factors*”.

The MD&As for the year ended September 30, 2019 and the six month period ended March 31, 2020 for the Company are attached as Schedules “B” and “D” to this Prospectus.

## **DESCRIPTION OF THE SECURITIES**

The following is a summary of the more significant rights, privileges and restrictions attaching to the securities of the Company. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of shareholders of the Company. Full details of the rights attaching to Common Shares are set out in the Company’s articles.

### **Common Shares**

The Company’s authorized capital consists of an unlimited number of Common Shares, of which 21,216,600 are issued and outstanding as at the date of this Prospectus. Holders of the Common Shares are entitled to vote at all meetings of its shareholders of Common Shares declared by its directors and,

subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares (of which none currently exist), to participate ratably in any distribution of the Company's property or assets upon the liquidation, winding-up or other.

### CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's consolidated capitalization since incorporation:

Designation of Security	Number of Shares Authorized	Outstanding as at September 30, 2019	Outstanding as at March 31, 2020	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	17,596,100	19,237,600	21,216,600
Preferred Shares	Unlimited	Nil	Nil	Nil

### OPTIONS TO PURCHASE SECURITIES

#### Stock Option Plan

The Board of Directors adopted the Stock Option Plan on January 29, 2020. The purpose of the Stock Option Plan is to attract and retain directors, officers, employees and consultants of the Company and to motivate them to advance the interest of the Company by affording them with the opportunity to acquire an equity interest in the Company through the grant of stock options under the Stock Option Plan. The Stock Option Plan provides that the number of Common Shares available for issuance is subject to the restrictions imposed under applicable securities laws or CSE policies.

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

Options may be granted under the Stock Option Plan to such directors, officers, employees, or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after listing on the CSE will not be less than the greater of the closing market prices of the underlying Common Shares on (i) the trading day prior to the date of grant of the stock options and (ii) the date of grant of the stock options. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) one month from date of termination other than for cause, or as set forth in each particular stock option agreement; (iii) three months from the date of disability; or (iv) twelve months from the date of death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

#### Options Granted

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

### PRIOR SALES

The table below sets out the prior sales of Common Shares from its date of incorporation on April 20, 2016 to the date of this Prospectus:

Date of Issuance	Type of security issued	Number of securities issued	Price per security	Value received	Nature of consideration received
April 20, 2016	Common Shares	100	\$0.10	NIL	-
June 21, 2019	Common Shares	1,000,000	\$0.02	\$20,000	Cash
August 14, 2019	Common Shares	11,300,000	\$0.02	\$226,000	Cash
August 29, 2019	Common Shares	220,000	\$0.05	\$11,000	Cash
September 16, 2019	Common Shares	3,076,000	\$0.05	\$153,800	Cash
September 25, 2019	Common Shares	1,000,000	\$0.05	Nil	Property Acquisition
September 30, 2019	Common Shares	1,000,000	\$0.05	Nil	Property Acquisition
October 8, 2019	Common Shares	426,000 (Note 1)	\$0.05	\$21,300 (Note 1)	Cash
January 22, 2020	Common Shares	115,500	\$0.05	\$5,775	Cash
March 5, 2020	Common Shares	1,100,000	\$0.05	\$55,000	Cash
June 9, 2020	Common Shares	1,860,000	\$0.05	\$93,000	Cash
June 24, 2020	Common Shares	136,000	\$0.05	\$6,800	Cash

Note 1: 17,000 of these Commons Shares were subsequently cancelled and returned to treasury and the subscription proceeds of \$850 were refunded.

#### ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As of the date of this Prospectus, none of the Company's securities are subject to contractual restrictions on transfer however, CSE policies provide that all securities issued to Related Persons (as defined by in the policies of the CSE) are required to be subject to an escrow agreement pursuant to NP 46-201 prior to listing, and that the CSE may impose escrow arrangements that are in addition to those required by NP 46-201, or consider different proposals such as an "earnout" escrow, on a case-by-case basis.

Upon the listing of its Common Shares on the CSE, an aggregate of 13,115,100 Common Shares will be held in escrow (the "**Escrowed Securities**") as required by CSE Policy 2 – *Qualifications for Listing*, pursuant to an escrow agreement dated July 3, 2020, among the Company, Trustco and the holders of the Escrow Securities (the "**Escrow Agreement**").

The Escrowed Securities are subject to the following release schedule as set out in the form of escrow required by CSE pursuant to NP 46-201:

Date of Automatic Timed Release	Common Shares Released
On the Listing Date	1/10 of the Common Shares held
6 months after the Listing Date	1/6 of the remainder of the Common Shares held
12 months after the Listing Date	1/5 of the remainder of the Common Shares held
18 months after the Listing Date	1/4 of the remainder of the Common Shares held
24 months after the Listing Date	1/3 of the remainder of the Common Shares held
30 months after the Listing Date	1/2 of the remainder of the Common Shares held
36 months after the Listing Date	The remainder of the Common Shares held

The Escrow Agreement provides that the Escrowed Securities are held in escrow pursuant to its terms and may not be sold, assigned, hypothecated, or transferred within escrow or otherwise dealt with in any manner except as set out in the Escrow Agreement. In the event of the bankruptcy of an escrow shareholder, the Escrowed Securities held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the escrowed shares which shares will remain in escrow subject to the Escrow Agreement. In the event of the death of an escrow shareholder, the Escrowed Securities held by the escrow shareholder will be released from escrow as permitted by the Escrow Agreement.

<b>Name of Shareholder</b>	<b>Designation of Class</b>	<b>Number of securities to be held in escrow or that are subject to a contractual restriction on transfer upon the listing of Company's shares on the CSE</b>	<b>Percentage of Class (Note 1)</b>
Sean Charland	Common Shares	200,100	0.94%
Scott Rose	Common Shares	700,000	3.30%
Nicholas Rodway	Common Shares	500,000	2.36%
Jody Bellefleur	Common Shares	200,000	0.94%
Deborah Hodge (Note 2)	Common Shares	5,000	0.02%
David Hodge (Note 3)	Common Shares	1,000,000	4.71%
Canaccord Genuity Corp. ITF for David Hodge (Note 3)	Common Shares	1,550,000	7.31%
Canaccord Genuity Corp. ITF for Deborah Hodge (Note 2)	Common Shares	1,700,000	8.01%
Zimtu Capital Corp. (Note 3)	Common Shares	6,000,000	28.28%
Canaccord Genuity Corp. ITF Zimtu Capital Corp. (Note 4)	Common Shares	1,250,000	5.89%
A. Milne ConsultingCorp. (Note 5)	Common Shares	10,000	0.05%
<b>Total</b>	<b>Common Shares</b>	<b>13,115,100</b>	<b>61.81%</b>

Note 1: Based on 21,216,600 Common Shares issued and outstanding as of the date of this Prospectus.

Note 2: Deborah Hodge beneficially owns 1,705,000 Common Shares or 8.04%.

Note 3: David Hodge beneficially owns 2,550,000 Common Shares or 12.02%. Including the Common Shares held by Deborah Hodge, David Hodge beneficially owns 4,255,000 Common Shares or 20.06%.

Note 4: Zimtu beneficially owns 7,250,000 Common Shares or 34.17%.

Note: 5 A. Milne Consulting Corp. is a private British Columbia incorporated company wholly owned by Alicia Milne.

#### **PRINCIPAL SHAREHOLDERS**

To the knowledge of the Company's directors and officers, the only persons who own or control, directly or indirectly, or exercise control or direction over, more than 10% of the Common Shares are as provided in the table below.



Name	Ownership	Number of Common Shares	Percentage of Class (fully diluted)
Zimtu (Note 1)	Registered and beneficial	7,250,000	34.17%
David Hodge (Note 2)	Registered and beneficial	4,255,000	20.06%

Note 1: 1,250,000 of these Common Shares are owned indirectly by Canaccord Genuity Corp. ITF for Zimtu Capital Corp.

Note 2: 1,000,000 of these Common Shares are held directly, 1,550,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF David Hodge, 1,700,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF for Deborah Hodge, and 5,000 of these Common Shares are held by Deborah Hodge, the spouse of David Hodge. Deborah Hodge has control over her investment decisions.

## DIRECTORS AND EXECUTIVE OFFICERS

### Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, date appointed, number and percentage of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus:

Name, Current Position, Province and Country of Residence	Position Held Since	Number of Common Shares Beneficially Owned or Controlled	Percentage of Common Shares Beneficially Owned or Controlled (Note 1)
David Hodge (Note 2) BC, Canada CEO, President and Director	President and Director since December 31, 2018 CEO since November 13, 2019	4,255,000 (Note 3)	20.06%
Scott Rose BC, Canada Corporate Secretary and Director	Director since December 31, 2018 Corporate Secretary since November 13, 2019	700,000	3.30%
Jody Bellefleur BC, Canada Chief Financial Officer	April 22, 2019	200,000	0.94%
Nicholas Rodway BC, Canada Director	December 31, 2019	500,000	2.36%
Sean Charland (Note 2) BC, Canada Director	April 20, 2016	200,100	0.94%
Alicia Milne (Note 2) BC, Canada Director	May 21, 2020	10,000 (Note 4)	0.05%

Note 1: Based on 21,216,600 Common Shares issued and outstanding as of the date of this Prospectus.

Note 2: Member of Audit Committee.

Note 3: 1,000,000 of these Common Shares are held directly, 1,550,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF David Hodge, 1,700,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF for Deborah Hodge, and 5,000 of these Common Shares are held by Deborah Hodge, the spouse of David Hodge. Deborah Hodge has control over her investment decisions.

Note 4: These Common Shares are owned by Milne Consulting Corp., a private British Columbia incorporated company wholly owned by Alicia Milne.

## **Directors and Officers of the Company**

Below is a brief description of each director and member of management of the Company, including their names, ages, positions, and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry. As of the date of this Prospectus, none of the directors or officers have signed non-compete or nondisclosure agreements with the Company – see “*Conflicts of Interest*” below.

The directors and officers of the Company intend to dedicate the following percentages of their time to the affairs of the Company: David Hodge (10%); Scott Rose (80%); Jody Bellefleur (15%); Nicholas Rodway (20%); and Sean Charland (10%).

### **David Hodge (age 66) – CEO, President, Director and Audit Committee member**

Mr. Hodge, has an extensive background in business that includes over 25 years' experience in the management and financing of publicly-traded companies. His strengths lie in leadership and imaginative direction. Mr. Hodge's success has been founded on a belief in team building, consultation and strong leadership, as well as a willingness to incorporate expert advice into a viable working enterprise.

Mr. Hodge is currently the President and a director of Zimtu, a public investment issuer listed on the TSX-V, the CEO and a director of Commerce Resources Corp., a junior mining company listed on the TSX-V, a director of Dimension Five Technologies Inc., a technology company listed on the CSE, roles he has held since July 2008, September 2014 and September 6, 2018 respectively and a director of Zinc8 Energy Solutions Inc., a technology company listed on the CSE, from August 2, 2019.

In his capacity as President, CEO, and a director, Mr. Hodge will manage the overall operations of the Company, oversee policy and corporate governance with respect to corporate communications and risk management, provide general oversight for actions of the Company's employees, officers and directors, act as regulatory compliance liaison for the Company, and chair meetings of the Company's shareholders, and is a member of the Audit Committee.

### **Scott Rose (age 62) – Corporate Secretary and Director**

Mr. Rose has over 35 years' experience in finance and investment where he has played important roles in corporate financings for various publicly-traded companies throughout his career. He has successfully completed the Canadian Securities Course from the Canadian Securities Institute. Mr. Rose began his career in finance with the Bank of Nova Scotia and then became a stockbroker and subsequently progressed to a senior executive position and partner/owner of an international brokerage house.

Currently, Mr. Rose serves Zimtu as a corporate communication specialist, where he focuses on presenting Zimtu's investment message to its shareholders and the general investment community. Mr. Rose has held his role at Zimtu since June 2016. Prior to his current role he has worked in corporate communications roles at: Khot Infrastructure Holdings Inc., now called Blockchain Holdings Ltd., a blockchain company listed on the CSE (April 2015 – April 2016), Canada Rare Earth Corporation, a junior mining company listed on the TSX-V (April 2015 – January 2016) and Vanoil Energy Inc., a junior oil and gas company listed on the TSX-V (November 2009 to December 2014). Mr. Rose was the vice president of investor relations of Dimension Five Technologies Inc. (April 23, 2018 to October 9, 2019).

In his role as corporate secretary Mr. Rose will be responsible for coordinating the Company's ongoing communications with professionals (including auditors, lawyers, and tax authorities) on corporate compliance matters.

**Jody Bellefleur (age 48) – Chief Financial Officer**

Jody Bellefleur is a CPA with over 25 years of experience as a corporate accountant, focusing exclusively on public companies for the last 10 years. Ms. Bellefleur obtained her B.Comm degree from the University of British Columbia in April 1994. Ms. Bellefleur is responsible for all aspects of regulatory financial reporting including the preparation of quarterly financial statements, management discussion and analysis reports, the coordination of annual audits, and government tax and regulatory reporting for multiple public companies.

In her capacity as CFO, Ms. Bellefleur will be responsible for managing the Company's finances, including financial planning, management of financial risks, record-keeping, and financial reporting.

**Nicholas Rodway (age 28) – Director**

Mr. Rodway holds a Bachelor of Science degree from Memorial University of Newfoundland in April 2013 and is a member of the Association of Engineers and Geoscientists of British Columbia. He has worked intensively in publicly-traded companies for the past 5 years where he has played strategic roles in financings, investor communications, property acquisitions, and project management.

Mr. Rodway is currently an independent geological consultant and serves as a director of Saville Resources Inc., a junior mining company listed on the TSX-V and Frankfurt Exchange and Kings Bay Resources Corp., a junior mining company listed on the TSX-V. He was the in-house geologist at Zimtu from January 2015 to June 30, 2019. He was the vice president of corporate development of Dimension Five Technologies Inc. from April 23, 2018 to September 10, 2019. Prior to his employment at Zimtu he was the geologist at Baffinland Iron Mines Corporation, a non-reporting issuer, from June 2011 to September 2014.

As director Mr. Rodway will oversee the geological aspects of the Company's business.

**Sean Charland (age 38) – Director and Audit Committee member**

Mr. Charland has been a Director of Zimtu Capital Corp. from January 2012 to present, director of Arctic Star Exploration Corp. from March 2012 to present, a junior mining company listed on the TSX-V and is currently a director of Maple Gold Mines Ltd., a junior mining company listed on the TSX-V, Eyecarrot Innovations Corp., a technology company listed on the TSX-V and Alpha Lithium Corp., a junior mining company listed on the TSX-V. Mr. Charland obtained a degree in Marketing Management from the British Columbia Institute of Technology in June 2002.

Mr. Charland will assist in overseeing corporate communications and act as a member of the Audit Committee.

**Alicia Milne (age 46) – Director and Audit Committee member**

Ms. Milne has been providing corporate and securities compliance as well as corporate secretarial services to publicly listed companies since 2007 and has years of management experience, specializing in corporate governance and compliance for public companies listed on the NYSE, TSX and TSX-V. She is currently a director of Saville Resources Inc., a junior mining company listed on the TSX-V, QMC

Quantum Minerals Corp., a junior mining company listed on the TSX-V, Minfocus Exploration Corp., a junior mining company listed on the TSX-V and Fitch Street Capital Corp., a capital pool company listed on the NEX board of the TSX-V. Ms. Milne obtained her Legal Assistant diploma from the Capilano University in June 1997. Ms. Milne is a member of the Governance Professionals of Canada and is financially literate and able to evaluate and understand the Company's financial statements at the current level of complexity.

Ms. Milne will assist in corporate governance and disclosure and act as a member of the Audit Committee.

### **Term of Office of Directors**

The term of office of the directors expires annually at the time of the Company's annual general meeting of shareholders. The term of office of the executive officers expires at the discretion of the Board of Directors.

### **Aggregate Ownership of Common Shares**

As at the date of this Prospectus, the directors and officers of the Company as a group beneficially own, directly or indirectly, an aggregate of 5,855,100 Common Shares, representing 25.24% of the issued and outstanding Common Shares.

### **Conflicts of Interest**

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

To the best of the Company's knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that most 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 Company and their duties as a director or officer of such other companies.

### **Cease Trade Orders and Bankruptcies**

To the Company's knowledge, no director or executive officer of the Company is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company, including the Company, that:

- i. was subject to (a) a cease trade order; (b) an order similar to a cease trade order; or (c) 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 was acting in the capacity of a director, the CEO or the CFO thereof; or
- ii. was subject to an order that was issued after the director or executive officer ceased to be a director, the CEO or the CFO thereof and which resulted from an event that occurred while that person was acting in such capacity.

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

- i. 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 Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- ii. 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.

Scott Rose, corporate secretary and a director, entered into an assignment into bankruptcy October 18, 2010 and received a discharge from bankruptcy on April 23, 2018.

#### **Penalties or Sanctions**

To the Company's knowledge, no director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- i. 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
- ii. 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.

### **EXECUTIVE COMPENSATION**

#### **Compensation Discussion and Analysis**

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors. The Company's executive compensation program is based on comparisons of similar type and size companies. Both individual and corporate performances are also taken into account.

As of the date of this Prospectus, the Company's directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company.

Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Currently none of the Named Executive Officers has entered into a consulting or employment agreement with the Company. The Board of Directors believes that at the current stage of operations, a

monthly fixed sum to such persons is not warranted. Instead, the Board of Directors may pay periodic payments to such persons as and when circumstances warrant depending upon the time and efforts required. At this stage, the Board of Directors has not made any decision in terms of when any formalized agreement will be entered into with the Named Executive Officers and what level of compensation will be payable thereunder.

On January 29, 2020, the Company adopted the Stock Option Plan. The Company has not granted any stock options under the Stock Option Plan.

The purpose of the Stock Option Plan is to attract and retain Directors, Officers, Employees and Consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Options granted under the Stock Option Plan.

The number of shares reserved for issuance under the Stock Option Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of shares, is subject to the restrictions imposed under applicable securities laws and stock exchange policies.

The compensation paid to each NEO and director by the Company since incorporation is as set out in the following table:

Name and principal position	Year Ended	Salary (\$)	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation		All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans		
David Hodge CEO, President and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jody Bellefleur CFO	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Rose Corporate Secretary and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nicholas Rodway Director	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sean Charland Director	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alicia Milne Director	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil

#### Incentive Plan Awards

As at the year ended September 30, 2019, the Company had not granted any share based and option based awards to its NEO's.

## **Pension Plan Benefits**

The Company does not currently provide any pension plan benefits to its NEO's, directors or employees.

## **Termination and Change of Control Benefits**

The Company does not have written employment agreements with the NEO's, nor any plans or arrangements in place with any NEO that provide for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

## **DIRECTOR COMPENSATION**

### **Compensation Discussion and Analysis**

Other than compensation paid to the NEO's, no compensation was paid to the Company's directors in their capacity as directors of the Company during the Company's most recently completed financial year. Two of the directors of the Company are also NEO's of the Company, therefore, their respective compensation can be found in the table under the "*Executive Compensation*" section above.

### **Incentive Plan Awards**

As at the year ended September 30, 2019, the Company had not granted any share based and option based awards to its directors.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Aggregate Indebtedness**

No director or officer of the Company, or any associate or affiliate of such person is or has ever been indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

## **AUDIT COMMITTEE AND CORPORATE GOVERNANCE**

### **Audit Committee**

The primary purpose of the Audit Committee is to assist the Board of Directors in discharging its oversight and evaluation responsibilities. In particular, the Audit Committee oversees the financial reporting process to ensure the balance, transparency and integrity of our published financial information. The Audit Committee also reviews and reports to the Board of Directors on the quality and integrity of the Financial Statements and other financial information; compliance with legal and regulatory requirements related to financial reporting; the effectiveness of the systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Company and its subsidiaries; the proper maintenance of accounting and other records; annual and quarterly interim financial information; the independent audit process, including recommending the appointment and compensation of the external auditor, and assessing the qualifications, performance and independence of the external auditor; the performance and objectivity of our internal audit function; all non-audit services; the development and maintenance of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Company and its

subsidiaries of concerns regarding questionable accounting or auditing matters; the review of environment, insurance and other liability exposure issues relevant to the affairs of the Company; and any additional matters delegated to the committee by the Board of Directors.

The Audit Committee has the right, for the purposes of performing its duties, to maintain direct communication with the Company's external auditors and Board of Directors, to inspect all books and records of the Company and its affiliates, to seek any information it requires from any employee of the Company and its affiliates and to retain outside counsel or other experts.

The Audit Committee is required to meet at least once per quarter and is comprised of not less than three directors, a majority of whom are not officers, employees or control persons of the Company if the Company qualifies as a venture issuer (as defined in NI 52-110) and all of whom are independent (as defined in NI 52-110) if the Company does not qualify as a venture issuer, and all are "financially literate" within the meaning of applicable Canadian securities laws. Currently, Sean Charland (Chair), David Hodge, and Alicia Milne are the members of the Audit Committee. The Company is relying on an exemption provided in section 6.1 of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

#### Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment.

A majority of the members are not officers, employees or control persons and one of the members of the Audit Committee meets the definition of "independence" provided in NI 52-110.

#### Relevant Education and Experience

NI 52-110 provides that 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 Financial Statements. All of the members of the Audit Committee are financially literate.

For details regarding the education, experience and financial literacy of the members of the Audit Committee, see "*Directors and Executive Officers – Directors and Officers of the Company*", above.

#### Pre-approval Policies and Procedures for Audit Services

It is intended that the Audit Committee will establish a practice of approving audit and non-audit services provided by the external auditor. The Audit Committee intends to delegate to its Chair the authority, to be exercised between regularly scheduled meetings of the Audit Committee, to preapprove audit and non-audit services provided by the independent auditor. All such pre-approvals would be reported by the Chair at the meeting of the Audit Committee next following the pre-approval.



### External Auditor Service Fees

The audit fees incurred to its external auditors, DeVisser Gray Chartered Professional Accountants by the Company from its incorporation on April 20, 2016 to September 30, 2019 total \$10,300. The fees by category are as follows: Audit fees: \$10,300, audit related fees: nil, Tax fees: nil, and all other fees: nil.

### Audit Committee Charter

The Board of Directors has adopted an Audit Committee charter that sets out the roles and responsibilities of the Audit Committee. A copy of the charter is attached hereto as Schedule "E".

### **Corporate Governance**

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day-to-day management of the Company.

The Company intends to propose for adoption by the Board of Directors certain practices and procedures to ensure that effective corporate governance practices are followed and to ensure that the Board of Directors functions independently of management. The following sets forth the Company's disclosure of its proposed corporate governance practices as they relate to the corporate governance guidelines set forth in National Policy 58-201.

The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board of Directors will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

### Board of Directors

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is 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 a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Currently, the Board of Directors is comprised of five directors, namely David Hodge, Scott Rose, Nicholas Rodway, Sean Charland and Alicia Milne, of which Nicholas Rodway and Alicia Milne are considered independent for the purposes of NP 58-201. The Board of Directors may meet independently of management as needed. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

### Directorships

The following directors of the Company also serve as directors of other reporting issuers:

Name of Director	Other Reporting Issuer	Name of Exchange or Market
David Hodge	Zimtu Capital Corp.	TSX-V
	Commerce Resources Corp.	TSX-V
	Dimension Five Technologies Inc.	CSE
	Zinc8 Energy Solutions Inc.	CSE
Nicholas Rodway	King's Bay Resources Corp.	TSX-V
	Saville Resources Inc.	TSX-V
Sean Charland	Zimtu Capital Corp.	TSX-V
	Arctic Star Exploration Corp.	TSX-V
	Alpha Lithium Corp.	TSX-V
	Eyecarrot Innovations Corp.	TSX-V
	Maple Gold Mines Ltd.	TSX-V
Alicia Milne	Saville Resources Inc.	TSX-V
	Fitch Street Capital Corp.	TSX-V
	QMC Quantum Minerals Corp.	TSX-V
	Minfocus Exploration Inc.	TSX-V

### Position Descriptions

The Company does not currently have written position descriptions for the chairman of the Board of Directors, or for the chair of each of the committees. The Company intends to propose to the Board of Directors the adoption of written position descriptions for the chairman of the Board of Directors and the chair of each committee.

### Orientation and Continuing Education

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on SEDAR at [www.sedar.com](http://www.sedar.com) after the Company becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

### Ethical Business Conduct

The Board of Directors is considering implementing a written code of ethical conduct for its directors, officers and future employees. The Board of Directors has not yet had the opportunity to implement such a code as the Company was recently incorporated.

The Board of Directors is also required to comply with the conflict of interest provisions of the *BCBCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - Conflicts of Interest*" and "*Risk Factors*".

### Nomination of Directors

The Company's management is in contact with individuals involved in the technology sector. From these sources management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board of Directors. The Company will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

### Compensation

At present, the Board of Directors as a whole determines the compensation of the CEO and CFO and does so with reference to industry standards and the financial situation of the Company. The Board of Directors has the sole responsibility for determining the compensation of the directors of the Company. As of the date of this Prospectus, directors were not compensated for their services.

Given the Company's size, limited operating history and lack of revenues, the Board of Directors does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Company at the present time. The Board of Directors will carry out these functions until such time as it deems the formation of a compensation committee is warranted.

### Other Board Committees

Other than as disclosed herein, there are no committees of the Board of Directors as of the date of this Prospectus.

### Assessments

Neither the Company nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

## **RISK FACTORS**

*An investment in the Common Shares, in the event that the Common Shares are offered for sale at some time in the future, should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Common Shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in the Company. In evaluating the Company and its business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with its operations and other risks and uncertainties affecting the Company's business could potentially arise or become material in the future.*

### **Insufficient Capital**

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds

which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Company's interest in the Blue Property. The Company's unallocated working capital may not suffice to fund the recommended Phase 2 exploration program on the Blue Property.

### **No Established Market**

The Company has applied to list its Common Shares on the CSE. Listing will be subject to the Company fulfilling all the listing requirements of the CSE. There is currently no market through which the Company's securities may be sold.

### **Limited Operating History**

The Company is an early stage company and the Blue Property is an exploration stage property. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Blue Property requires significant additional expenditures before any cash flow may be generated. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

An investment in the Common 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 Common Shares.

### **Lack of Operating Cash Flow**

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the Blue Property will require the commitment of substantial financial resources. It may be several years before the Company may generate any revenues from operations, if at all. There can be no assurance that the Company will realize revenue or achieve profitability.

### **Resale of Common Shares**

The continued operation of the Company 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 Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

### **Price Volatility of Publicly Traded Securities**

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual

fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

### **Property Interests**

There is no guarantee the Company will be able to raise sufficient funding in the future to explore and develop the Blue Property so as to maintain its interests therein. If the Company loses or abandons its interest in the Blue 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 CSE. There is also no guarantee that the CSE will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Blue Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

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 such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Company. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of its Blue Property as described herein will result in the discovery of commercial quantities of ore. The Company 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.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Blue Property will result in the definition of bodies of commercial mineralization. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. Most of the above factors are beyond the Company's control.

### **Exploration, Development and Production Risks**

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of

material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, 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. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of 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 remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

### **Mineral Resources and Reserves**

Because the Company has not defined or delineated any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable. There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

### **Obtaining and Renewing Licenses and Permits**

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Blue Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to

obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Blue Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

### **No Assurances**

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Company's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of the Blue Property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Company's exploration efforts at the Blue Property will be successful.

### **Aboriginal Title**

The Supreme Court of Canada decision of June 26, 2014 in *Tsilhqot'in Nation v. British Columbia* (the "**Tsilhqot'in Decision**"), which declares aboriginal title for the first time in a certain area in Canada and outlines the rights associated with aboriginal title, could potentially have a significant impact on the Property.

While the Blue Property is not located within the areas involved in the *Tsilhqot'in Decision*, there is a risk that the *Tsilhqot'in Decision* may lead other communities or groups to pursue similar claims in area where the Blue Property is located. Although the Company relies on the Crown to adequately discharge its obligations in order to preserve the validity of its actions in dealing with public rights, including the grant of mineral titles and associated rights, the Company cannot accurately predict whether aboriginal claims will have a material adverse effect on the Company's ability to carry out its intended exploration and work programs on its properties.

### **Title Risks**

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of the Company's mineral properties, therefore, in accordance with the laws of the jurisdiction in which such properties are situated; their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands. Further, the Company does not own the Blue Property and only has a right to earn the ownership interest therein pursuant to the Blue Property Agreement. In the event that the Company does not fulfill its obligations contemplated by the Blue Property Agreement, it will lose its interest in the Blue Property.

## **Loss of Interest in Properties**

The Blue Property is subject to the Blue Property Agreement which requires the Company to incur exploration and development expenditures in order to maintain and/or earn its interest. The Company's ability to maintain and/or earn its interest in the Blue Property may be dependent on its ability to raise additional funds by equity financings. Failure to obtain additional financing may result in the Company being unable to make periodic payments required for the maintenance or acquisition of the Blue Property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Blue Property and/or termination of the Blue Property Agreement.

## **Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company 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 Company.

## **Additional Funding Requirements**

The exploration and development of the Blue Property will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the location of the Blue Property, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper and other metals on the commodities markets decreases, then potential revenues from the Blue Property will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at the Blue Property.

## **Dilution**

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board of Directors may determine. In addition, the Company may issue additional Common Shares from time to time pursuant to Common Share purchase warrants and the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares could result in dilution to holders of Common Shares.



## **First Nations Land Claims**

The Blue Property may now or in the future be the subject of First Nations land claims. The legal nature of Aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's material interest in the Blue Property and/or potential ownership interest in the Blue Property in the future, cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Blue Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Blue Property, there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop the Blue Property.

Many lands in Canada and elsewhere are or could become subject to Aboriginal land claim to title, which could adversely affect the Company's title to its properties.

## **Environmental Risks**

All phases of the Company's operations with respect to the Blue Property will be subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Blue Property that are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating Company to control possible deleterious effluents and to re-establish to some degree pre-disturbance landforms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

## **Regulatory Requirements**

Even if the Blue Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies

and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Blue Property, environmental legislation and mine safety.

### **Volatility of Mineral Prices**

The Company'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 Company 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 Company'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 Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars.

### **Infrastructure**

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Blue Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Blue Property will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

### **Risks Associated with Acquisitions**

If appropriate opportunities present themselves, the Company may acquire mineral claims, material interests in other mineral claims, and companies that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired Company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

### **Executive Employee Recruitment and Retention**

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in

attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

### **Adverse General Economic Conditions**

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets, a lack of market liquidity, natural disasters, public health crisis (such as the recent global outbreak of COVID-19 and other events outside of the Company's control. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

In recent years, the securities markets in Canada, as well as in other countries around the world, 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 that 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 and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline.

### **COVID-19 Coronavirus Outbreak**

The current global uncertainty with respect to the spread of COVID-19, the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and the advancement of the Blue Property. While the precise impact of the COVID-19 outbreak on the Company remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resulted in travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct and indirect impacts on businesses in Canada and around the world and could result in travel bans, closure of assay labs, work delays, difficulties for contractors and employees getting to site, and diversion of management attention all of which in turn could have a negative impact on development of the Blue Property and the Company generally. The spread of COVID-19 may also have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could

affect the business, financial condition, results of operations and other factors relevant to the Company, including its ability to raise additional financing.

### **Force Majeure**

The Blue Property now or in the future may be adversely affected by risks outside the control of the Company, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

### **Uncertainty of Use of Proceeds**

Although the Company has set out its intended use of proceeds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

### **Competition**

All aspects of the Company's business will be subject to competition from other parties. Many of the Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

### **Conflicts of Interest**

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. David Hodge and Sean Charland are directors and officers of Zimtu. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

### **Dividends**

To date, the Company has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

### **Reporting Issuer Status**

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain

effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations.

The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

### **Tax Issues**

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

### **Operating Hazards, Risks and Insurance**

The ownership, exploration, operation and development of a mine or mineral property involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include environmental hazards, industrial accidents, explosions and third-party accidents, the encountering of unusual or unexpected geological formations, ground falls and cave-ins, mechanical failure, unforeseen metallurgical difficulties, power interruptions, flooding, earthquakes and periodic interruptions due to inclement or hazardous weather conditions. These occurrences could result in environmental damage and liabilities, work stoppages, delayed production and resultant losses, increased production costs, damage to, or destruction of, mineral properties or production facilities and resultant losses, personal injury or death and resultant losses, asset write downs, monetary losses, claims for compensation of loss of life and/or damages by third parties in connection with accidents (for loss of life and/or damages and related pain and suffering) that occur on the Blue Property, and punitive awards in connection with those claims and other liabilities.

It is not always possible to fully insure against such risks, and the Company 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 an increase in costs and a decline in value of our securities. Liabilities that the Company incurs may exceed the policy limits of insurance coverage or may not be covered by insurance, in which event the Company could incur significant costs that could adversely impact its business, operations, potential profitability or value. Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage the Company's interests, even when those efforts are successful, people are fallible and human error could result in significant uninsured losses. These could include loss or forfeiture of mineral interests or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort the Company might undertake and legal claims for errors or mistakes by personnel.

### **PROMOTERS**

Each of the following directors and executive officers of the Company and Zimtu is considered to be a "promoter" of the Company as that term is defined in the *Securities Act* (British Columbia). As of the

date of this Prospectus, Zimtu owns 7,250,000 Common Shares (34.17%) and the following directors and executive officers own the following Common Shares:

Name	Number of Common Shares Owned	Percentage of Common Shares Owned (Note 1)
David Hodge	4,255,000 (Note 2)	20.06%
Scott Rose	700,000	3.30%
Nicholas Rodway	500,000	2.36%
Sean Charland	200,100	0.94%

Note 1: Based on 21,216,600 Common Shares issued and outstanding as of the date of this Prospectus.

Note 2: 1,000,000 of these Common Shares are held directly, 1,550,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF David Hodge, 1,700,000 of these Common Shares are held indirectly through Canaccord Genuity Corp. ITF for Deborah Hodge, and 5,000 of these Common Shares are held by Deborah Hodge, the spouse of David Hodge. Deborah Hodge has control over her investment decisions.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

### **Legal Proceedings**

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

### **Regulatory Actions**

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

## **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Except as disclosed below and elsewhere in this Prospectus, since the incorporation of the Company on April 20, 2016, no director, executive officer or person that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Company or any associate or affiliate of the foregoing has, or has had, any material interest, direct or indirect, in any transaction prior to the date of this Prospectus or any proposed transaction that has materially affected, or is reasonably expected to materially affect, the Company or any of its affiliates.

Zimtu acquired the Blue Property for \$10,000 and acquired the Silver Lime Property for \$8,000, and had additional expenditures on the Blue Property.

## **AUDITORS, TRANSFER AGENTS AND REGISTRARS**

The auditor of the Company is DeVisser Gray LLP, Chartered Professional Accountants.

DeVisser Gray LLP, Chartered Professional Accountant's office is located at 401 - 905 West Pender Street, Vancouver, BC V6C 1L6.

The registrar and transfer agent of the Company's Common Shares is Odyssey Trust Company at its Vancouver office located at 323 – 409 Granville Street, Vancouver, BC V6C 1T2.

### **MATERIAL CONTRACTS**

Except for contracts made in the ordinary course of business and those mentioned above, the following are the only material contracts entered into by the Company within two years prior to the date hereof which are currently in effect and considered to be currently material:

1. Blue Property Agreement dated December 10, 2018, as amended March 11, 2020, between Zimtu and the Company. See *"Description of The Business"* for further particulars.
2. Silver Lime Property Agreement dated August 1, 2019 between Zimtu and the Company. See *"Description of The Business"* for further particulars.
3. Escrow Agreement dated July 3, 2020, among the Company, Trustco and the principals of the Company. See *"Escrowed Securities and Securities Subject to Contractual Restriction on Transfer"* for further particulars.

### **EXPERTS**

No person or corporation who is named as having prepared or certified a report, valuation, statement or opinion described or included in the Prospectus, or whose profession or business gives authority to a report, valuation, statement or opinion described or included in the Prospectus, holds any registered or beneficial interest, direct or indirect, in the Common Shares or other property of the Company and no such person or corporation, or a director, officer or employee of such person or corporation, is expected to be elected, appointed or employed as a director, officer or employee or as a director, officer or employee of any of the Company's associates or affiliates.

Matthew Carter, P.Geo, the Author of the Technical Report on the Blue Property, has informed us that he is independent from the Company within the meaning of NI 43-101.

The Company current auditor is DeVisser Gray LLP, Chartered Professional Accountants. DeVisser Gray LLP, Chartered Professional Accountants has informed us that it is independent with respect to the Company within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

### **EXEMPTIONS FROM THE INSTRUMENT**

The Company has applied for exemptive relief from the prohibition in subsection 2.3(1.1) of National Instrument 41-101 General Prospectus Requirements that states that an issuer must not file a final prospectus more than 90 days after the date of the preliminary prospectus or an amendment to the preliminary prospectus which relates to the final prospectus. Relief will be evidenced by receipt for this Prospectus.

**SCHEDULE "A"**

**AUDITED FINANCIAL STATEMENTS OF  
CORE ASSETS CORP. FOR YEARS ENDED SEPTEMBER 30, 2019 AND 2018**





## Financial Statements

September 30, 2019 and 2018

(Expressed in Canadian Dollars)

## Independent Auditor's Report

To the Directors of Core Assets Corp.

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Core Assets Corp. (the "Company"), which comprise the statements of financial position as at September 30, 2019 and 2018, and the statements of operations and comprehensive loss, changes in equity and cash flows for the years 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 September 30, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

#### 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 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 in the financial statements, which indicates that the Company has not yet achieved profitable operations, has limited working capital as at September 30, 2019 and is dependent upon the future receipt of equity financing to maintain its operations. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis", but does not include the financial statements and our auditor's report thereon.

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, 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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 audits.

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 G. Cameron Dong.



### **CHARTERED PROFESSIONAL ACCOUNTANTS**

Vancouver, BC, Canada

July 7, 2020

## Core Assets Corp.

Statements of Financial Position  
As at September 30,  
As expressed in Canadian dollars

	2019	2018
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 284,798	\$ 3,363
Sales taxes and other receivables	4,421	1
	<b>289,219</b>	<b>3,364</b>
Exploration and evaluation assets (Note 6)	184,902	-
Mining rights (Note 7)	50,000	-
Reclamation bonds (Note 5)	13,000	-
	<b>\$ 537,121</b>	<b>\$ 3,364</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 32,164	\$ -
Due to related parties (Note 9)	-	5,100
	<b>32,164</b>	<b>5,100</b>
<b>Shareholders' Equity</b>		
Share capital (Note 8)	497,160	1
Share subscriptions received (Note 12)	25,825	-
Deficit	(18,028)	(1,737)
	<b>504,957</b>	<b>(1,736)</b>
	<b>\$ 537,121</b>	<b>\$ 3,364</b>

Subsequent event (Note 12)

Approved and authorized by the Board of Directors on July 7, 2020:

*"Scott Rose"*

\_\_\_\_\_  
Director

*"David Hodge"*

\_\_\_\_\_  
Director

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

## Core Assets Corp.

Statements of Operations and Comprehensive Loss  
For the years ended September 30,  
As expressed in Canadian dollars

	2019	2018
<b>Expenses</b>		
Accounting and audit fees	\$ 10,000	\$ -
Advertising and website	1,875	95
Legal fees	2,058	1,440
Office, telephone and miscellaneous	274	202
Salaries and consulting fees (Note 9)	1,040	-
Travel and meals	1,044	-
	\$ 16,291	\$ 1,737
<b>Net and comprehensive loss for the year</b>		
	\$ 0.01	\$ 17.37
<b>Basic and diluted loss per share</b>		
	0.01	17.37
<b>Weighted average number of common shares outstanding – basic and diluted</b>	1,882,851	100

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

## Core Assets Corp.

Statements of Changes in Equity  
For the years ended September 30,  
As expressed in Canadian dollars

	Number of Shares	Share Capital	Shares Subscribed	Deficit	Total
<b>Balance, September 30, 2017</b>	<b>100</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ -</b>	<b>1</b>
Net loss for the year	-	-	-	(1,737)	(1,737)
<b>Balance, September 30, 2018</b>	<b>100</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>(1,737)</b>	<b>(1,736)</b>
Shares issued for cash (Note 8)	15,596,000	410,800	-	-	410,800
Shares issued for exploration and evaluation assets (Note 6 and 9)	1,000,000	50,000	-	-	50,000
Shares issued for mining rights (Note 7 and 9)	1,000,000	50,000	-	-	50,000
Share issuance costs	-	(13,641)	-	-	(13,641)
Shares subscribed	-	-	25,825	-	25,825
Net loss for the year	-	-	-	(16,291)	(16,291)
			\$		
<b>Balance, September 30, 2019</b>	<b>17,596,100</b>	<b>\$ 497,160</b>	<b>25,825</b>	<b>\$ (18,028)</b>	<b>\$ 504,957</b>

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

## Core Assets Corp.

### Statements of Cash Flows

For the years ended September 30,

As expressed in Canadian dollars

	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss for the year	\$ (16,291)	\$ (1,737)
Changes in non-cash working capital items related to operations:		
Sales taxes and other receivables	(4,420)	-
Due to related parties	(5,100)	5,100
Accounts payable and accrued liabilities	32,164	-
<b>Net cash flows from operating activities</b>	<b>6,353</b>	<b>3,363</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Share subscriptions received	25,825	-
Issue of common shares	410,800	-
Share issuance costs	(13,641)	-
<b>Net cash flows from financing activities</b>	<b>422,984</b>	<b>-</b>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES:</b>		
Reclamation bond	(13,000)	-
Exploration and evaluation costs	(134,902)	-
<b>Net cash flows used in investing activities</b>	<b>(147,902)</b>	<b>-</b>
<b>Increase in cash</b>	<b>281,435</b>	<b>3,363</b>
<b>Cash, beginning of year</b>	<b>3,363</b>	<b>-</b>
<b>Cash, end of year</b>	<b>\$ 284,798</b>	<b>\$ 3,363</b>

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

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
Expressed in Canadian dollars

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## 1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Core Assets Corp. (“Core” or the “Company”) was incorporated on April 20, 2016, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”), Canada. The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2.

These financial statements were authorized for issue by the Audit Committee and Board of Directors on July 7, 2020.

The Company has no source of operating cash flows, has not yet achieved profitable operations, has working capital of \$257,055 at September 30, 2019 (2018: \$1,736 deficit), has accumulated losses since its inception, expects to incur further losses in the development of its business, and has no assurance that sufficient funding will be available to conduct further exploration of its mineral properties. These material uncertainties cast significant doubt about the Company’s ability to continue as a going concern and, accordingly, the appropriateness of the use of generally accepted accounting principles applicable to a going concern. In recognition of these circumstances, management is pursuing various financial alternatives to fund the Company’s exploration and development programs. There is no assurance that these initiatives will be successful.

In the future, the Company may raise additional financing through the issuance of share capital or shareholder loans, however, there can be no assurance that it will be successful in its efforts to do so and that the terms will be favourable to the Company. These financial statements do not include any adjustments to the carrying values of assets and liabilities, the reported expenses and statement of financial position classifications that might be necessary should the Company be unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests.

## 2. BASIS OF PRESENTATION

### Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

### Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.



# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
Expressed in Canadian dollars

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## 2. BASIS OF PRESENTATION – continued.

### Basis of Measurement - continued

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

## 3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

### Estimates and assumptions

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements includes:

- The recoverability of the carrying value of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The inputs used in assessing the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income; and
- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods.

### Judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

- Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
Expressed in Canadian dollars

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## 3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS - continued

### Judgments - continued

- Provisions for reclamation

Management assesses its provision for reclamation on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs, the timing of these expenditures, and the impact of changes in discount rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

- Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

## 4. SIGNIFICANT ACCOUNTING POLICIES

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

### *Foreign currency translation*

The Company's presentation currency and functional currency is the Canadian dollar as this is the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are initially recorded in the Company's functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the end of each reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions and are not subsequently restated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value is determined.

All gains and losses on translation of these foreign currency transactions are included in profit or loss.

### *Cash*

Cash consists of amounts held in banks and cashable highly liquid investments with limited interest and credit risk.

### *Short-term investments*

Short-term investments are investments which are transitional or current in nature, with an original maturity greater than three months but less than one year.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
Expressed in Canadian dollars

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## 4. SIGNIFICANT ACCOUNTING POLICIES - continued

### *Exploration and evaluation costs*

Exploration and evaluation activities involve the search for minerals, the determination of technical feasibility, and the assessment of commercial viability of an identified resource.

Exploration and evaluation costs incurred prior to obtaining licenses are expensed in the period in which they are incurred. Once the legal right to explore has been acquired, exploration and evaluation costs incurred are capitalized. All capitalized exploration and evaluation costs are recorded at acquisition cost and are monitored for indications of impairment. Where there are indications of a potential impairment, an assessment is performed for recoverability. Capitalized costs are charged to the statement of operations and comprehensive loss to the extent that they are not expected to be recovered.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets are tested for impairment and transferred to "Mines under construction". There is no amortization during the exploration and evaluation phase.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

### *Mining rights*

Mining rights acquired separately are measured on initial recognition at cost in accordance with *IAS 38 – Intangible Assets*. The cost of mining rights acquired is their fair value as at the date of acquisition. Mining rights include licenses, permits or other legal rights which permit the Company to carry out exploration activities within the subject area of these rights. The Company records mining rights separate from exploration and evaluation assets when there are no initial plans or intentions to carry out exploration activities upon acquisition.

Following initial recognition, mining rights are carried at cost less any accumulated amortization and accumulated impairment losses.

The useful lives of mining rights are assessed as either finite or indefinite. Mining rights with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the mining rights may be impaired. Mining rights with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

### *Reclamation bonds*

Reclamation bonds are required by the Ministry of Natural Resources and are mostly represented by Guaranteed Interest Certificates ("GIC") held in the Company's name at a bank. The Company is entitled to interest on the GICs which is earned at an interest rate ranging from 0.60% to prime minus 2.6%. The reclamation bonds cannot be withdrawn by the Company without the consent of the Ministry of Natural Resources.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
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## *Mining tax credits*

Mining tax credits and mining duties are recorded in the accounts when they are received. These refundable mining tax credits are earned in respect to exploration costs incurred in BC, Canada and are recorded as a reduction of the related deferred exploration expenditures.

## *Financial instruments*

On October 1, 2018, the Company adopted IFRS 9 in accordance with the transitional provisions of the standard. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39, Financial Instruments: Recognition and Measurement. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. The change did not impact the carrying value of any of the Company's financial assets on the transition date.

The impact on the statement of financial position from the changes related to IFRS 9 has been summarized below. We have assessed the classification and measurement of our financial assets and financial liabilities under IFRS 9 as follows:

<b>Financial Assets</b>	<b>IAS 39</b>	<b>IFRS 9</b>
Cash	Loans and receivables	Amortized cost
<b>Financial Liabilities</b>		
Trade and other payables	Amortized cost	Amortized cost
Loan	Amortized cost	Amortized cost

The classification of financial assets is based on how the entity manages its financial instruments and contractual cash flow characteristics of the financial asset. Transactions costs with respect to financial instruments classified as fair value through profit or loss are recognized in the statements of loss and comprehensive loss.

As at September 30, 2019 and 2018, the Company had no financial instruments recorded at fair value.

## *Share-based payment transactions*

The Company grants stock options to buy common shares of the Company to directors, officers and employees. The board of directors grants such options for periods of up to five years, which vest immediately and are priced at the previous day's closing price.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period of the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

Where the terms of a stock option is modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the stock-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

# Core Assets Corp.

Notes to the financial statements  
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Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

## *Income taxes*

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss.

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

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; and differences relating to investments in subsidiaries and associates 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 financial position reporting date applicable to the period of expected realization or settlement.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to 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.

## *Share capital*

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash, are valued based on their market value at the date the common shares are issued.

## *Earnings (loss) per share*

The Company presents basic and diluted earnings/loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings (loss) per share. Under this method the dilutive effect on earnings per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
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## *Related party transactions*

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

## *Impairment of non-current assets*

Non-current assets are evaluated at least annually by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in income to the extent that the carrying amount exceeds the recoverable amount.

In calculating the recoverable amount the Company uses discounted cash flow techniques to determine fair value when it is not possible to determine fair value either by quotes from an active market or a binding sales agreement. The determination of discounted cash flows is dependent on a number of factors, including future metal prices, the amount of reserves, the cost of bringing the project into production, production schedules, production costs, sustaining capital expenditures, and site closure, restoration and environmental rehabilitation costs. Additionally, the reviews take into account factors such as political, social and legal and environmental regulations. These factors may change due to changing economic conditions or the accuracy of certain assumptions and, hence, affect the recoverable amount. The Company uses its best efforts to fully understand all of the aforementioned to make an informed decision based upon historical and current facts surrounding the projects. Discounted cash flow techniques often require management to make estimates and assumptions concerning reserves and expected future production revenues and expenses.

## *Decommissioning liabilities*

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. A pre-tax discount rate that reflects the time value of money and the risks specific to the liability are used to calculate the net present value of the expected future cash flows. These costs are charged to the statement of loss over the economic life of the related asset, through depreciation expense using either the unit-of-production or the straight-line method as appropriate. The related liability is progressively increased each period as the effect of discounting unwinds, creating an expense recognized in the statement of loss. The liability is assessed at each reporting date for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

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

# Core Assets Corp.

Notes to the financial statements  
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## *Future Accounting Pronouncements*

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after October 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

### **IFRS 16 – Leases**

IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation and disclosure of leases, including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases, as is required by IAS 17 Leases, and instead introduces a single lessee accounting model. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The impact of IFRS 16 on the Company's financial statements is not anticipated to be material.

## **5. RECLAMATION BOND**

At September 30, 2019, the Company has a reclamation security deposit of \$13,000 (2018: \$nil) with the Ministry of Energy, Mines and Petroleum Resources for the proposed exploration program on the Blue Property.

## **6. EXPLORATION AND EVALUATION ASSETS**

The following is a description of the Company's most significant property interests and related spending commitments:

### Blue Property

On December 10, 2018, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu"), a related party (see Note 9), whereby the Company can earn a 100% interest in and to the Blue Property, in British Columbia. For its participation in the transaction, the Company will pay \$100,000 (\$50,000 paid) and issue 3,000,000 common shares of the Company in staged payments (1,000,000 shares issued with a fair value of \$50,000) over three years. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

		Blue Property
Balance, September 30, 2018	\$	-
Acquisition costs – cash		50,000
Acquisition costs – shares		50,000
Assays		871
Reports and other		13,294
Geological expenses		40,057
Travel and accommodation		30,680
Balance, September 30, 2019	\$	184,902

# Core Assets Corp.

Notes to the financial statements  
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## 7. MINING RIGHTS

### Silver Lime Property

On August 1, 2019, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu"), a related party (see Note 9), whereby the Company can earn a 100% interest in and to the Silver Lime Property, in British Columbia by issuing 1,000,000 common shares (issued) of the Company. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

The Company acquired the Silver Lime property for the purpose of resale and has been recorded in accordance with IAS 38.

## 8. SHARE CAPITAL

- a) Authorized: Unlimited common shares with no par value.
- b) Issued and outstanding: The total issued and outstanding shares of the Company total 17,596,100 as at September 30, 2019 (2018: 100).

### During the year ended September 30, 2019:

- i. On June 21, 2019, 1,000,000 common shares were issued at \$0.02 per share for gross proceeds of \$20,000.
- ii. On August 14, 2019, 11,300,000 common shares were issued at \$0.02 per share for gross proceeds of \$226,000.
- iii. On August 29, 2019, 220,000 common shares were issued at \$0.05 per share for gross proceeds of \$11,000.
- iv. On September 16, 2019, 3,076,000 common shares were issued at \$0.05 per share for gross proceeds of \$153,800.
- v. On September 25, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Silver Lime Property.
- vi. On September 30, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Blue Property.

## 9. RELATED PARTY TRANSACTIONS

During the years ended September 30, 2019 and 2018, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

	Year ended September 30,	
	2019	2018
Key management compensation*	\$	\$
Geological expenses	2,500	-
General property costs	2,000	-
Wages to key management	500	-
Total	5,000	-



# Core Assets Corp.

Notes to the financial statements  
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\* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

	September 30, 2019	September 30, 2018
<b>Amounts due to (from) related parties</b>	<b>\$</b>	<b>\$</b>
Zimtu Capital Corp.**	-	5,100

\*\*Zimtu Capital Corp. is a company with common directors and management. Zimtu provides key management services to the Company and hold 41% of the shares of the Company.

See also Notes 6 and 7.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

## 10. FINANCIAL INSTRUMENTS

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

### a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and short term investments are subject to credit risk for a maximum of the amounts shown on the statements of financial position.

At September 30, 2019, the Company held cash of \$284,798 (2018: \$3,363) with Canadian chartered banks.

### b) Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
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As at September 30, 2019, the Company has total current liabilities of \$32,164 (2018: \$5,100). Management intends to meet these obligations by raising funds through future financings.

## c) Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

### i) *Currency Risk*

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is in the exploration stage and has not yet developed commercial mineral interests, the underlying commodity price for minerals is impacted by changes in the exchange rate between the Canadian and United States dollar. As all of the Company's transactions are denominated in Canadian dollars, the Company is not significantly exposed to foreign currency exchange risk at this time.

### ii) *Commodity Price Risk*

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.

### iii) *Interest Rate Risk*

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates.

## d) Fair Value

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

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

The following is an analysis of the Company's financial assets measured at fair value as at September 30, 2019 and 2018:

	As at September 30, 2019		
	Level 1	Level 2	Level 3
Cash	\$ 284,798	\$ -	\$ -
	\$ 284,798	\$ -	\$ -

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
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	As at September 30, 2018		
	Level 1	Level 2	Level 3
Cash	\$ 3,363	\$ -	\$ -
	\$ 3,363	\$ -	\$ -

## e) Capital Management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. As at September 30, 2019, the Company's shareholders' equity was \$504,957 (2018: \$1,736 deficit). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the exploration of its mineral properties. Therefore, the Company monitors the level of risk incurred in its mineral property expenditures relative to its capital structure which is comprised of working capital and shareholders' equity.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the exploration of its mineral properties, the Company prepares annual expenditure budgets which are updated as necessary and are reviewed and periodically approved by the Company's Board of Directors. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties. The Company is not subject to any externally imposed capital requirements and there were no changes in the Company's approach to capital management during the year.

## 11. CORPORATE INCOME TAXES

The Company is subject to income taxes in Canada. The reconciliation of the income tax provision computed at the statutory rate is as follows:

	2019	2018
	\$	\$
Net loss before tax	(16,291)	(1,737)
Statutory tax rate	27.00%	26.75%
Expected income tax (recovery)	(4,399)	(465)
Net adjustment for deductible and non-deductible amounts	(3,683)	-
Change in valuation allowance	8,082	465
<b>Deferred income tax recovery per financial statements</b>	-	-

There are no deferred tax assets/(liabilities) presented in the statement of financial position.

# Core Assets Corp.

Notes to the financial statements  
For the years ended September 30, 2019 and 2018  
Expressed in Canadian dollars

Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets/(liabilities) have been recognized are attributable to the following:

	2019	2018
	\$	\$
Non-capital loss carry forward	19,484	465
Share issue costs	10,913	-
	30,397	465

The Company has non-capital losses available for Canadian income tax purposes which may be carried forward to reduce taxable income in future years. If not utilized, the non-capital losses in the amount of \$19,019 expire as follows:

Expiry	\$
2038	465
2039	19,019
Total	19,484

The Company has unclaimed resource deductions in the amount of \$234,902 (2018 - \$nil), which do not expire and may be deducted against future taxable income on a discretionary basis.

## 12. SUBSEQUENT EVENTS

- i. On October 8, 2019, 426,000 common shares were issued at \$0.05 per share for gross proceeds of \$21,300.
- ii. On January 22, 2020, 115,500 common shares were issued at \$0.05 per share for gross proceeds of \$5,775.
- iii. On March 5, 2020, 1,100,000 common shares were issued at \$0.05 per share for gross proceeds of \$55,000.
- iv. On June 9, 2020, 1,860,000 common shares were issued at \$0.05 per share for gross proceeds of \$93,000.
- v. On June 24, 2020, 136,000 common shares were issued at \$0.05 per share for gross proceeds of \$6,800.
- vi. On June 24, 2020, 17,000 common shares previously issued and priced at \$0.05 per share for gross proceeds of \$850 were cancelled and returned to treasury.
- vii. Subsequent to year ended September 30, 2019, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

**SCHEDULE "B"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
CORE ASSETS CORP.  
FOR THE YEAR ENDED SEPTEMBER 30, 2019.**



## Management Discussion & Analysis for the Year Ended September 30, 2019

The following discussion and analysis of the financial position and results of operations for Core Assets Corp. (the “Company” or “Core”) should be read in conjunction with the audited financial statements for the **year ended September 30, 2019**, which are prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”).

The effective date of this report is July 7, 2020.

All financial figures presented herein are expressed in Canadian Dollars (CDN\$) unless otherwise specified.

### Nature of Business

Core Assets Corp. (“Core” or the “Company”) was incorporated on April 20, 2016, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”), Canada.

The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2. The technical information included in this Management Discussion & Analysis (“MD&A”), unless otherwise stated, has been reviewed by Nicholas Rodway B.Sc, P. Geo, who is a Qualified Person under National Instrument 43-101 (“NI 43-101”).

### Selected Annual Information

The following is a summary of the financial data of the Company for the last two completed fiscal year ends and are derived from the audited annual financial statements of the Company:

	Fiscal year	
	ended September 30,	
	2019	2018
	\$	\$
Total Revenues	Nil	Nil
Loss from continuing operations	(16,291)	(1,737)
Loss from continuing operations (per share, basic and diluted)	0.01	17.37
Net loss	(16,291)	(1,737)
Net loss (per share, basic and diluted)	0.01	17.37
Net comprehensive loss for the year	(16,291)	(1,737)
Total assets	537,121	3,364
Total long-term financial liabilities	Nil	Nil
Cash dividend declared per share	Nil	Nil

The Company has recorded losses in each of its two most recently completed fiscal years, and expects to continue to record losses until such time as an economic resource is identified, developed, and brought into profitable commercial operation on one or more of the Company’s properties or otherwise disposed of at a profit.

### **Business of the Company**

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company’s principal property, being the Blue Property, which is in the exploration stage.

To date, the Company has raised \$591,825 through the sale of common shares.

## **Blue Property**

The following represents information summarized from the Technical Report on the Blue Property by the Author, a Qualified Person, prepared in accordance with the requirements of NI 43-101. **All figures and tables from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR.**

### **Property Description and Location**

#### *Location*

On December 10, 2018, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu") whereby the Company can earn a 100% interest in and to the Blue Property, located in northwestern British Columbia, Canada on BCGS map sheet 104M030. The Blue Property is 48 km southwest of the community of Atlin and lies along Hoboe Creek valley adjoining Willison Bay, at the southwestern end of Atlin Lake's Torres Channel. The Blue Property is centered on 59°13'35.9N, 134°7'17.33W.

The Blue Property is comprised of two contiguous mineral claims covering an area of 1,126.49 ha; these claims are registered under and subject to the Mineral Tenure Act (MTA) of the Province of British Columbia. For its participation in the transaction, the Company will pay \$100,000 (\$50,000 paid) and issue 3,000,000 common shares of the Company in staged payments (1,000,000 shares issued with a fair value of \$50,000) over three years. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

#### *Other Significant Factors and Risks*

The Blue Property lies in the Hoboe–Willison Creeks / Sit'Héeni Resource Management Area ('Hoboe-Willison RMZ'), formerly the Atlin Recreation Area. Regulations for the Hoboe-Willison RMZ are found within the Atlin Taku Land Use Plan. In this Hoboe-Willison RMZ, resource development must avoid or minimize impacts to wildlife habitats, cultural and recreational values and water quality; access to Hoboe-Willison Creeks should be through the mouth of Hoboe Creek; permanent roads and major hydroelectric development are prohibited; disturbance of goats by helicopter is to be avoided; and preferred location of exploration and development near to the Willison Bay to minimize disturbance and impact on cultural, ecological, visual, recreation and wilderness values of the RMZ.

It is advised to develop a proactive approach regarding the engagement of the Taku River Tlingit First Nation (TRTFN) relating to any proposal of work and any work undertaken toward the advancement of the Blue Property.

### **Accessibility, Climate, Local Resources, Infrastructure and Physiography**

#### *Access, Infrastructure and Local Resources*

The Blue Property is located approximately 48 km southeast of the nearest major population centre, Atlin, British Columbia. According to the 2016 Census, Atlin has a population of approximately 500. The north end of the Property is accessible from Atlin Lake via the Torres Channel and Willison Bay by boat during summer months or snowmobile during winter; a float or ski plane can access the north end of the Blue Property year-round from Willison Bay. Helicopter support also provides year-round access to the Blue Property.

As a small community, Atlin has limited resources but can provide accommodations, fuel, limited heavy equipment, transportation, supplies and food. Additional resources can be found in the city of Whitehorse (population 25,085: 2016 census), Yukon Territory, approximately 170 km by road north of Atlin.

There is no existing power or other facilities on the Blue Property. Water sources for the Blue Property include Hoboe Creek and Atlin Lake.

### **Exploration**

The Technical Report presents the results of the Company's 2019 exploration program on the Blue Property. The site visit by the Author is described in the section entitled 'Data Verification'; details regarding historic exploration programs are summarized in the section entitled 'History'.

Work completed by Company to date on the Blue Property, consists of a 2D resistivity/induced polarization, geophysical survey.

### *Geophysics*

Between June 15<sup>th</sup> and June 22<sup>nd</sup>, 2019, Aurora Geosciences Ltd. (“Aurora”) based at 34A Laberge Rd. Whitehorse, YT, conducted a 2D resistivity/induced polarization survey over a portion of the Blue Property on behalf of the Company. Aurora utilized a standard pole-dipole array in the French adit area; the survey consisted of a single line 500 m long with 50 m spacings.

The purpose of the survey was to confirm the expected response of known skarn mineralization and to locate additional areas of possible porphyry style mineralization that could be drill tested. No plan views are presented due to the extent of the survey; however, the inverse chargeability pseudo section is discussed under Interpretations and Conclusions.

### **Drilling**

As of the date of the Technical Report the Company had not conducted drilling on the Blue Property.

### **Sample Preparation, Analysis and Security**

#### *Laboratory Sample Preparation and Analysis*

#### Zimtu Samples

Zimtu sent all 2018 rock samples to ALS Minerals (“ALS”) in Whitehorse, Yukon for preparation; the prepared samples were shipped from ALS in Whitehorse to ALS in North Vancouver for analysis. Samples were bagged in field using a polyethylene bag, recorded, assigned a sample number with the respective Tyvek® identification tag placed in the sample bag, and sealed with electrical tape (Rodway, 2018). Sealed samples were delivered directly by Zimtu staff to ALS in Whitehorse on their return from Atlin.

ALS Whitehorse pulverized 1,000 grams of each sample to 85% < 75 µm. Samples were analyzed using package ME-ICP41, aqua regia digestion followed by ICP-AES analysis; PGM-ICP24, fire assay with a 50-gram nominal sample weight followed by ICP-AES analysis; and ME-OG46, ore grade aqua regia digestion for Ag, Cu, Pb, and Zn if the detection limits of ME-ICP41 were exceeded, with an ICP-AES finish.

ALS is a commercial laboratory and completely independent of Core Assets. ALS in Whitehorse and ALS in North Vancouver are both ISO/IEC 17025 accredited.

### **Data Verification**

The Author visited the Blue Property on June 5, 2019. During the visit he reviewed Zimtu’s 2018 sample sites, exposed outcrop, talus, historic adits, and collected 17 samples relevant to this report. Samples taken by the author were collected from both the 2018 Zimtu sample sites and independently selected sites.

### **Silver Lime Agreement**

Pursuant to the Silver Lime Property Agreement, the Company acquired a 100% interest in the Silver Lime Property from Zimtu for consideration of 1,000,000 common shares (issued). Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

The Silver Lime Property consists of two mineral licenses that cover an area of approximately 531.17 ha located in northwestern British Columbia 58 km southwest of the community of Atlin.

The Company decided to acquire the Silver Lime property for the purpose of reselling it as an area play in the event that its Blue Property shows promise of good mineralization. There was and remains no interest in developing the Silver Lime Property, and that property does not need any additional expenditures to keep it in good standing until the end of December, 2021. Even after December 2021, the Company can transfer some of its excess credits, if available, from the Blue Property in order to maintain good standing status on the Silver Lime Property. The



Company considers that having an additional property in relatively close proximity to its exploration property can, in the right circumstances, become a very valuable asset.

### **Overall Performance**

During the year ended September 30, 2019, the following shares have been issued by the Company, providing net cash proceeds of \$397,159.

- i. On June 21, 2019, 1,000,000 common shares were issued at \$0.02 per share for gross proceeds of \$20,000.
- ii. On August 14, 2019, 11,300,000 common shares were issued at \$0.02 per share for gross proceeds of \$226,000.
- iii. On August 29, 2019, 220,000 common shares were issued at \$0.05 per share for gross proceeds of \$11,000.
- iv. On September 16, 2019, 3,076,000 common shares were issued at \$0.05 per share for gross proceeds of \$153,800.
- v. On September 25, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Silver Lime Property.
- vi. On September 30, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Blue Property.

Subsequent to the year ended September 30, 2019, the following shares have been issued by the Company:

- i. On October 8, 2019, 426,000 common shares were issued at \$0.05 per share for gross proceeds of \$21,300.
- ii. On January 22, 2020, 115,500 common shares were issued at \$0.05 per share for gross proceeds of \$5,775.
- iii. On March 5, 2020, 1,100,000 common shares were issued at \$0.05 per share for gross proceeds of \$55,000.
- iv. On June 9, 2020, 1,860,000 common shares were issued at \$0.05 per share for gross proceeds of \$93,000.

For additional details regarding the Company's recent financing, please refer to Notes 8 and 12 of the Company's audited financial statements.

### **General and Administrative**

Net loss for the year ended September 30, 2019, was \$16,291, compared to a net loss during the year ended September 30, 2018 of \$1,737, for a difference of \$14,554. The significant changes in expenses include:

- Accounting and audit fees (2019: \$10,000; 2018: \$nil);
- Advertising expenses (2019: \$1,875; 2018: \$95);
- Salaries and consulting fees (2019: \$1,040; 2018: \$nil);
- Legal expenses (2019: \$2,058, 2018: \$1,440);
- Office expenses (2019: \$274; 2018: \$202); and
- Travel and meals (2019: \$1,044; 2018: \$nil).

The reason for the increase is due to the business activities related to working towards completing the Company's prospectus.

### **Summary of Quarterly Results**

The following is a summary of the results from the eight previously completed financial quarters:

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(11,154)	(1,464)	(3,655)	(18)
Net income (loss) and comprehensive income (loss)	(11,154)	(1,464)	(3,655)	(18)
Basic and diluted net income (loss) (per share)	(0.01)	(0.00)	(0.00)	(0.00)

	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(18)	(1,701)	(18)	Nil
Net income (loss) and comprehensive income (loss)	(18)	(1,701)	(18)	Nil
Basic and diluted net income (loss) (per share)	(0.00)	(0.00)	(0.00)	(0.00)

Over the course of the Company's previously completed eight quarters, the Company's net loss has remained at a consistent level, with the exception of the increased costs incurred in the quarter ending September 30, 2019 due to the work required for the Company's prospectus.

### **Liquidity and Capital Resources**

During the last fiscal year, the Company raised over \$400,000 to further the Company's mineral properties and for general working capital. Of the funds raised, approximately \$100,000 will be spent on the Blue Property and remainder will be used to complete the process of going public and for general working capital as set out in the Company's prospectus.

The Company will continue to require funds to further the exploration of its resource properties. As a result, the Company may have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

The Company's financial success will be dependent on the economic viability of its resource properties and the extent to which it can discover and develop new mineral deposits. Such development may take several years to complete and the amount of resulting income, if any, is difficult to determine.

All of the Company's properties are in the exploration or development stage only. Development of one or both of the properties will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of copper, cobalt, silver and gold from the properties. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control such as international, economic and political trends, expectations of inflation, currency exchange fluctuations and interest rates.

As at September 30, 2019, the Company has total assets of \$537,121 (2018: \$3,364). The primary assets of the Company are exploration and evaluation assets of \$184,902 (2018: \$nil), mining rights of \$50,000, reclamation bonds of \$13,000 (2018: \$nil), sales tax and other receivables of \$4,421 (2018: \$1), and cash of \$284,798 (2018: \$3,363). The Company has no long-term liabilities and has working capital of \$257,055 (2018: \$1,736 deficiency) as at September 30, 2019.

*Cash Provided From Operating Activities:* Cash provided from operating activities during the year ended September 30, 2019 was \$6,353, compared with \$3,363 provided from operating activities during the year ended

September 30, 2018. Cash was mostly spent on audit fees, advertising, legal fees, general office expenses, salaries and consulting fees, and travel and meals.

*Cash Provided From Financing Activities:* Total cash from financing activities during the year ended September 30, 2019 was \$410,800 from the issuance of shares, \$25,825 from share subscriptions received, net of share issuance costs of \$13,641.

*Cash Used in Investing Activities:* Total cash used in investing activities during the year ended September 30, 2019 was \$147,902, compared to \$nil used during the year ended September 30, 2018.

During the year ended September 30, 2019, the Company:

spent \$134,902 (2018: \$nil) on the exploration and development of its mineral properties, and

spent \$13,000 (2018: \$nil) on reclamation bonds.

### **Transactions with Related Parties**

During the years ended September 30, 2019 and 2018, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

	<b>Year ended September 30,</b>	
	<b>2019</b>	<b>2018</b>
<b>Key management compensation*</b>	<b>\$</b>	<b>\$</b>
Geological expenses	2,500	-
General property costs	2,000	-
Wages to key management	500	-
<b>Total **</b>	<b>5,000</b>	<b>-</b>

\* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

\*\* Paid to Nick Rodway, director

	<b>September 30,</b>	<b>September 30,</b>
	<b>2019</b>	<b>2018</b>
<b>Amounts due to (from) related parties</b>	<b>\$</b>	<b>\$</b>
Zimtu Capital Corp.**	-	5,100

\*\*Zimtu Capital Corp. is a company with common directors and management. Zimtu provides key management services to the Company and hold 41% of the shares of the Company.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

### **Off Balance Sheet Arrangements**

There are no off-balance sheet arrangements to which the Company is committed.

## **Other MD&A Requirements**

### **Additional Disclosure for Venture Issuers without Significant Revenue**

As the Company has not had significant revenue from operations in either of its last two financial years, the following is a breakdown of the material costs incurred:

	<b><u>Year Ended</u></b> <b><u>September 30, 2019</u></b>	<b><u>Year ended</u></b> <b><u>September 30, 2018</u></b>
Capitalized Exploration and Evaluation Asset Costs	\$184,902	\$nil
Capitalized Mining Rights	\$50,000	\$nil
General and Administration Expenses	\$16,291	\$1,737

### **Disclosure of Outstanding Share Capital**

The following is a breakdown of the share capital of the Company, on an annual basis and the date of this report:

	<b><u>July 7, 2020</u></b>	<b><u>September 30, 2019</u></b>	<b><u>September 30, 2018</u></b>
Common Shares	21,216,600	17,596,100	100
Stock Options	-	-	-
Warrants	-	-	-
Fully Diluted Shares	21,216,600	17,596,100	100

For additional details of outstanding share capital, refer to Note 8 of the audited financial statements for the year ended September 30, 2019.

## **Global Risks**

Subsequent to year ended September 30, 2019, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. The Company's ability to raise the additional capital required for Phase II may be affected by the current uncertainties of the global market

## **Industry and Economic Factors Affecting Performance**

As a mineral exploration and development company, Core's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in providing high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

## **Competitive Conditions**

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition is also high for the recruitment of qualified personnel and equipment. Significant and increasing competition exists for mineral opportunities in the Province of British Columbia. There are a number of large established mineral exploration companies in British Columbia with substantial capabilities and greater financial and technical resources than the Company.

## **Government Regulation**

Mining operations and exploration activities are subject to various laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

## **Environmental Regulation**

The Company's mineral exploration activities are subject to various federal and provincial laws and regulations governing protection of the environment. In general, these laws are amended often and are becoming more restrictive.

## **Other Property Interests and Mining Claims**

The Company may in the future acquire new mineral exploration properties or interests but has not entered into any agreements to acquire such properties or interests other than the Blue Property and the Silver Lime Property.

## **Trends**

As a junior mining issuer, the Company is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

## **Forward Looking Statements**

This Management Discussion & Analysis may contain forward-looking information and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements.

*Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof.*

Forward-looking information is based on the opinions and estimates of management and its consultants at the date the information is given. *It is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information.* The information is based on reasonable assumptions which include but are not limited to those regarding actual costs for mining and processing and their impact on the cut-off grade established, actual capital costs, forecasts of mine production rates, the timing and content of upcoming work programs, geological interpretations, potential process methods and mineral recoveries, the availability of markets for the products produced, market pricing for the products produced, etc.

Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for metals, the conclusions of detailed feasibility and technical analyses, lower than expected grades and quantities of resources, mining rates and recovery rates and the lack of availability of necessary capital, which may not be available to the Company on terms acceptable to it or at all.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. There can be no assurance that the plan, intentions or expectations upon which these forward-looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers are cautioned not to put undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

**Approval**

The Board of Directors of Core Assets Corp. has approved the disclosure contained in this MD&A.

**Additional Information**

Additional information related to the Company can be found on the Company's website at [www.coreassetscorp.com](http://www.coreassetscorp.com)

**SCHEDULE "C"**

**CONDENSED INTERIM FINANCIAL STATEMENTS OF  
CORE ASSETS CORP. FOR SIX MONTHS ENDED MARCH 31, 2020**



## Condensed Interim Financial Statements

For the Six Months ended March 31, 2020

(Unaudited - Expressed in Canadian Dollars)



## Core Assets Corp.

Condensed Interim Statements of Financial Position

As expressed in Canadian dollars

(Unaudited)

	March 31, 2020	September 30, 2019
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 216,731	\$ 284,798
Sales taxes and other receivables	6,471	4,421
Due from related party (Note 9)	50,000	-
	<b>273,202</b>	289,219
Exploration and evaluation assets (Note 6)	198,494	184,902
Mining rights (Note 7)	50,000	50,000
Reclamation bonds (Note 5)	13,000	13,000
	<b>\$ 534,696</b>	<b>\$ 537,121</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 15,927	\$ 32,164
	15,927	32,164
<b>Shareholders' Equity</b>		
Share capital (Note 8)	575,709	497,160
Share subscriptions received	-	25,825
Deficit	(56,940)	(18,028)
	<b>518,769</b>	504,957
	<b>\$ 534,696</b>	<b>\$ 537,121</b>

Subsequent event (Note 11)

Approved and authorized by the Board of Directors on July 7, 2020:

"Scott Rose"

"David Hodge"

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

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

## Core Assets Corp.

Condensed Interim Statements of Operations and Comprehensive Loss  
As expressed in Canadian dollars  
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2020	2019	2020	2019
<b>Expenses</b>				
Accounting and audit fees	\$ -	\$ -	\$ 300	\$ -
Advertising and travel expenses	150	2,526	4,760	2,526
Consulting fees and salaries (Note 9)	3,589	-	8,694	-
Legal fees	14,024	1,111	19,365	1,111
Transfer agent and filing fees	5,140	-	5,640	-
Office and miscellaneous	65	18	153	36
<b>Net Loss and Comprehensive Loss for the Period</b>	<b>22,968</b>	<b>3,655</b>	<b>38,912</b>	<b>3,673</b>
<b>Basic and Diluted Loss Per Share</b>	<b>\$ 0.00</b>	<b>\$ 36.55</b>	<b>\$ 0.00</b>	<b>\$ 36.73</b>
<b>Weighted Average Number of Common Shares Outstanding – Basic and Diluted</b>	<b>18,423,963</b>	<b>100</b>	<b>17,900,537</b>	<b>100</b>

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

## Core Assets Corp.

Condensed Interim Statements of Changes in Equity

For the six months ended March 31,

As expressed in Canadian dollars

(Unaudited)

	Number of Shares	Share Capital	Shares Subscribed	Deficit	Total
<b>Balance, September 30, 2018</b>	<b>100</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ (1,737)</b>	<b>\$ (1,736)</b>
Share issuance costs	-	(2,007)	-	-	(2,007)
Share subscriptions received	-	-	84,250	-	84,250
Net loss for the period	-	-	-	(3,673)	(3,673)
<b>Balance, March 31, 2019</b>	<b>100</b>	<b>\$ (2,006)</b>	<b>\$ 84,250</b>	<b>\$ (5,410)</b>	<b>\$ 76,834</b>
	Number of Shares	Share Capital	Shares Subscribed	Deficit	Total
<b>Balance, September 30, 2019</b>	<b>17,596,100</b>	<b>\$ 497,160</b>	<b>\$ 25,825</b>	<b>\$ (18,028)</b>	<b>\$ 504,957</b>
Shares issued for cash (Note 8)	1,641,500	82,075	(25,825)	-	56,250
Share issuance costs	-	(3,526)	-	-	(3,526)
Net loss for the period	-	-	-	(38,912)	(38,912)
<b>Balance, March 31, 2020</b>	<b>19,237,600</b>	<b>\$ 575,709</b>	<b>\$ -</b>	<b>\$ (56,940)</b>	<b>\$ 518,769</b>

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

## Core Assets Corp.

Condensed Interim Statements of Cash Flows

For the six months ended March 31,

As expressed in Canadian dollars

(Unaudited)

	2020	2019
<b>CASH FLOWS (USED IN) OPERATING ACTIVITIES:</b>		
Net loss for the period	\$ (38,912)	\$ (3,673)
Changes in non-cash working capital items related to operations:		
Sales taxes and other receivables	(2,050)	-
Accounts payable and accrued liabilities	(16,237)	(5,100)
<b>Net cash flows (used in) operating activities</b>	<b>(57,199)</b>	<b>(8,773)</b>
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:</b>		
Issue of common shares	56,250	-
Share subscriptions received	-	84,250
Share issuance costs	(3,526)	(2,007)
<b>Net cash flows from financing activities</b>	<b>52,724</b>	<b>82,243</b>
<b>CASH FLOWS (USED IN) INVESTING ACTIVITIES:</b>		
Due from related party	(50,000)	-
Reclamation bond	-	(13,000)
Exploration and evaluation costs	(13,592)	-
<b>Net cash flows (used in) investing activities</b>	<b>(63,592)</b>	<b>(13,000)</b>
<b>Increase (decrease) in cash</b>	<b>(68,067)</b>	<b>60,470</b>
<b>Cash, beginning of period</b>	<b>284,798</b>	<b>3,363</b>
<b>Cash, end of period</b>	<b>\$ 216,731</b>	<b>\$ 63,833</b>

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

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

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## 1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Core Assets Corp. (“Core” or the “Company”) was incorporated on April 20, 2016, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”), Canada. The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2.

These condensed interim financial statements were authorized for issue by the Audit Committee and Board of Directors on July 7, 2020.

The Company has no source of operating cash flows, has not yet achieved profitable operations, has working capital of \$257,275 at March 31, 2020 (September 30, 2019: \$257,055), has accumulated losses since its inception, expects to incur further losses in the development of its business, and has no assurance that sufficient funding will be available to conduct further exploration of its mineral properties. These material uncertainties cast significant doubt about the Company’s ability to continue as a going concern and, accordingly, the appropriateness of the use of generally accepted accounting principles applicable to a going concern. In recognition of these circumstances, management is pursuing various financial alternatives to fund the Company’s exploration and development programs. There is no assurance that these initiatives will be successful.

In the future, the Company may raise additional financing through the issuance of share capital or shareholder loans, however, there can be no assurance that it will be successful in its efforts to do so and that the terms will be favourable to the Company. These financial statements do not include any adjustments to the carrying values of assets and liabilities, the reported expenses and statement of financial position classifications that might be necessary should the Company be unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests.

## 2. BASIS OF PRESENTATION

### Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), applicable to the presentation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed interim financial statements should be read in conjunction with the Company’s audited financial statements as at and for the year ended September 30, 2019, which have been prepared in accordance with IFRS as issued by the IASB.

### Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

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## 2. BASIS OF PRESENTATION - continued

### Basis of Measurement - continued

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

## 3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

### Estimates and assumptions

In particular, information about significant areas of estimation uncertainty considered by management in preparing the financial statements includes:

- The recoverability of the carrying value of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The inputs used in assessing the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income; and
- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods.

### Judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

- Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

- Provisions for reclamation

Management assesses its provision for reclamation on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs, the timing of these expenditures, and the impact of changes in discount rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

- Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

## 4. SIGNIFICANT ACCOUNTING POLICIES

The policies applied in these condensed interim consolidated financial statements are consistent with policies disclosed in Note 4 of the audited financial statements for the year ended September 30, 2019. These condensed

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended September 30, 2019.

Certain new standards, interpretations and amendments to existing standards issued by the IASB or IFRIC may have become mandatory or have been issued subsequent to the year ended September 30, 2019. However, none have been identified as applicable or are consequential to the Company

## 5. RECLAMATION BOND

At March 31, 2020, the Company has a reclamation security deposit of \$13,000 (September 30, 2019: \$13,000) with the Ministry of Energy, Mines and Petroleum Resources for the proposed exploration program on the Blue Property.

## 6. EXPLORATION AND EVALUATION ASSETS

The following is a description of the Company's most significant property interests and related spending commitments:

### Blue Property

On December 10, 2018, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu"), a related party (see Note 9), whereby the Company can earn a 100% interest in and to the Blue Property, in British Columbia. For its participation in the transaction, the Company will pay \$100,000 (\$50,000 paid) and issue 3,000,000 common shares of the Company in staged payments (1,000,000 shares issued with a fair value of \$50,000) over three years. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

		Blue Property
Balance, September 30, 2018	\$	-
Acquisition costs – cash		50,000
Acquisition costs – shares		50,000
Assays		871
Reports and other		13,294
Geological expenses		40,057
Travel and accommodation		30,680
Balance, September 30, 2019	\$	184,902
Geological expenses		7,500
Reports and other		6,092
Balance, March 31, 2020	\$	198,494

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

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## 7. MINING RIGHTS

### Silver Lime Property

On August 1, 2019, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu"), a related party (see Note 9), whereby the Company can earn a 100% interest in and to the Silver Lime Property, in British Columbia by issuing 1,000,000 common shares (issued) of the Company. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

The Company acquired the Silver Lime property for the purpose of resale and has been recorded in accordance with IAS 38.

## 8. SHARE CAPITAL

- a) Authorized: Unlimited common shares with no par value.
- b) Issued and outstanding: The total issued and outstanding shares of the Company total 19,237,600 as at March 31, 2020 (September 30, 2019: 17,596,100).

### **During the six months ended March 31, 2020:**

- i. On October 8, 2019, 426,000 common shares were issued at \$0.05 per share for gross proceeds of \$21,300.
- ii. On January 22, 2020, 115,500 common shares were issued at \$0.05 per share for gross proceeds of \$5,775.
- iii. On March 5, 2020, 1,100,000 common shares were issued at \$0.05 per share for gross proceeds of \$55,000.

### **During the year ended September 30, 2019:**

- i. On June 21, 2019, 1,000,000 common shares were issued at \$0.02 per share for gross proceeds of \$20,000.
- ii. On August 14, 2019, 11,300,000 common shares were issued at \$0.02 per share for gross proceeds of \$226,000.
- iii. On August 29, 2019, 220,000 common shares were issued at \$0.05 per share for gross proceeds of \$11,000.
- iv. On September 16, 2019, 3,076,000 common shares were issued at \$0.05 per share for gross proceeds of \$153,800.
- v. On September 25, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Silver Lime Property.
- vi. On September 30, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Blue Property.



# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

## 9. RELATED PARTY TRANSACTIONS

During the six months ended March 31, 2020 and 2019, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

	Six months ended March 31,	
	2020	2019
Key management compensation*	\$	\$
Geological expenses	13,500	-
Wages to key management	2,000	-
Total	15,500	-

\* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

	March 31,	September 30,
	2020	2019
Amounts due from related parties	\$	\$
Zimtu Capital Corp.**	50,000	-

\*\*Zimtu Capital Corp. is a company with common directors and management. Zimtu provides key management services to the Company and hold 41% of the shares of the Company.

On March 11, 2020, the Company extended a short-term loan to Zimtu in the amount of \$50,000. The loan is interest free, with repayments of \$35,000 due on May 11, 2020 (repaid) and \$15,000 due June 11, 2020 (repaid June 1, 2020).

See also Notes 6 and 7.

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

## 10. FINANCIAL INSTRUMENTS

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

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## 10. FINANCIAL INSTRUMENTS - continued

### a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and short-term investments are subject to credit risk for a maximum of the amounts shown on the statements of financial position.

At March 31, 2020, the Company held cash of \$216,731 (September 30, 2019: \$284,798) with Canadian chartered banks.

### b) Liquidity Risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

As at March 31, 2020, the Company has total current liabilities of \$15,927 (September 30, 2019: \$32,164). Management intends to meet these obligations by raising funds through future financings.

### c) Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

#### i) *Currency Risk*

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is in the exploration stage and has not yet developed commercial mineral interests, the underlying commodity price for minerals is impacted by changes in the exchange rate between the Canadian and United States dollar. As all of the Company's transactions are denominated in Canadian dollars, the Company is not significantly exposed to foreign currency exchange risk at this time.

#### ii) *Commodity Price Risk*

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.

#### iii) *Interest Rate Risk*

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates.

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

## 10. FINANCIAL INSTRUMENTS - continued

### d) Fair Value

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

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

The following is an analysis of the Company's financial assets measured at fair value as at March 31, 2020 and September 30, 2019:

	As at March 31, 2020		
	Level 1	Level 2	Level 3
Cash	\$ 216,731	\$ -	\$ -
	\$ 216,731	\$ -	\$ -

	As at September 30, 2019		
	Level 1	Level 2	Level 3
Cash	\$ 284,798	\$ -	\$ -
	\$ 284,798	\$ -	\$ -

### e) Capital Management

Capital is comprised of the Company's shareholders' equity and any debt it may issue. As at March 31, 2020, the Company's shareholders' equity was \$518,769 (September 30, 2019: \$504,957). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the exploration of its mineral properties. Therefore, the Company monitors the level of risk incurred in its mineral property expenditures relative to its capital structure which is comprised of working capital and shareholders' equity.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the exploration of its mineral properties, the Company prepares annual expenditure budgets which are updated as necessary and are reviewed and periodically approved by the Company's Board of Directors. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties. The Company is not subject to any externally imposed capital requirements and there were no changes in the Company's approach to capital management during the year.

# Core Assets Corp.

Notes to the Condensed Interim Financial Statements  
For the six months ended March 31, 2020  
Expressed in Canadian dollars  
(Unaudited)

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## 11. SUBSEQUENT EVENTS

- i. Subsequent to three months ended December 31, 2019, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.
- ii. On June 9, 2020, 1,860,000 common shares were issued at \$0.05 per share for gross proceeds of \$93,000.
- iii. On June 24, 2020, 136,000 common shares were issued at \$0.05 per share for gross proceeds of \$6,800.
- iv. On June 24, 2020, 17,000 common shares previously issued and priced at \$0.05 per share for gross proceeds of \$850 were cancelled and returned to treasury.

**SCHEDULE "D"**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
CORE ASSETS CORP.  
FOR THE SIX MONTHS ENDED MARCH 31, 2020.**



## Management Discussion & Analysis for the Six Months Ended March 31, 2020

The following discussion and analysis of the financial position and results of operations for Core Assets Corp. (the “Company” or “Core”) should be read in conjunction with the condensed interim financial statements for the **six months ended March 31, 2020**, which are prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”).

The effective date of this report is July 7, 2020.

All financial figures presented herein are expressed in Canadian Dollars (CDN\$) unless otherwise specified.

### **Nature of Business**

Core Assets Corp. (“Core” or the “Company”) was incorporated on April 20, 2016, under the Company Act of British Columbia and is in the business of acquiring, exploring, developing and evaluating mineral resource properties. The Company is in the exploration stage and has interests in properties located in British Columbia (“BC”), Canada.

The head office, principal address and registered and records office of the Company are located at 1450 – 789 West Pender, Vancouver, BC, Canada, V6C 1H2. The technical information included in this Management Discussion & Analysis (“MD&A”), unless otherwise stated, has been reviewed by Nicholas Rodway B.SC, P. Geo, who is a Qualified Person under National Instrument 43-101 (“NI 43-101”).

### **Selected Annual Information**

The following is a summary of the financial data of the Company for the last two completed fiscal year ends and are derived from the audited annual financial statements of the Company:

	Fiscal year ended September 30,	
	2019	2018
	\$	\$
Total Revenues	Nil	Nil
Loss from continuing operations	(16,291)	(1,737)
Loss from continuing operations (per share, basic and diluted)	0.01	17.37
Net loss	(16,291)	(1,737)
Net loss (per share, basic and diluted)	0.01	17.37
Net comprehensive loss for the year	(16,291)	(1,737)
Total assets	537,121	3,364
Total long-term financial liabilities	Nil	Nil
Cash dividend declared per share	Nil	Nil

The Company has recorded losses in each of its two most recently completed fiscal years, and expects to continue to record losses until such time as an economic resource is identified, developed, and brought into profitable commercial operation on one or more of the Company’s properties or otherwise disposed of at a profit.

### **Business of the Company**

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company’s principal property, being the Blue Property, which is in the exploration stage.

To date, the Company has raised \$591,825 through the sale of common shares.

### **Blue Property**

The following represents information summarized from the Technical Report on the Blue Property by the Author, a Qualified Person, prepared in accordance with the requirements of NI 43-101. **All figures and tables from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR.**

#### **Property Description and Location**

##### *Location*

On December 10, 2018, the Company signed an agreement with Zimtu Capital Corp. ("Zimtu") whereby the Company can earn a 100% interest in and to the Blue Property, located in northwestern British Columbia, Canada on BCGS map sheet 104M030. The Blue Property is 48 km southwest of the community of Atlin and lies along Hoboe Creek valley adjoining Willison Bay, at the southwestern end of Atlin Lake's Torres Channel. The Blue Property is centered on 59°13'35.9N, 134°7'17.33W.

The Blue Property is comprised of two contiguous mineral claims covering an area of 1,126.49 ha; these claims are registered under and subject to the Mineral Tenure Act (MTA) of the Province of British Columbia. For its participation in the transaction, the Company will pay \$100,000 (\$50,000 paid) and issue 3,000,000 common shares of the Company in staged payments (1,000,000 shares issued with a fair value of \$50,000) over three years. Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

##### *Other Significant Factors and Risks*

The Blue Property lies in the Hoboe–Willison Creeks / Sit'Héeni Resource Management Area ('Hoboe-Willison RMZ'), formerly the Atlin Recreation Area. Regulations for the Hoboe-Willison RMZ are found within the Atlin Taku Land Use Plan. In this Hoboe-Willison RMZ, resource development must avoid or minimize impacts to wildlife habitats, cultural and recreational values and water quality; access to Hoboe-Willison Creeks should be through the mouth of Hoboe Creek; permanent roads and major hydroelectric development are prohibited; disturbance of goats by helicopter is to be avoided; and preferred location of exploration and development near to the Willison Bay to minimize disturbance and impact on cultural, ecological, visual, recreation and wilderness values of the RMZ.

It is advised to develop a proactive approach regarding the engagement of the Taku River Tlingit First Nation (TRTFN) relating to any proposal of work and any work undertaken toward the advancement of the Blue Property.

#### **Accessibility, Climate, Local Resources, Infrastructure and Physiography**

##### *Access, Infrastructure and Local Resources*

The Blue Property is located approximately 48 km southeast of the nearest major population centre, Atlin, British Columbia. According to the 2016 Census, Atlin has a population of approximately 500. The north end of the Property is accessible from Atlin Lake via the Torres Channel and Willison Bay by boat during summer months or snowmobile during winter; a float or ski plane can access the north end of the Blue Property year-round from Willison Bay. Helicopter support also provides year-round access to the Blue Property.

As a small community, Atlin has limited resources but can provide accommodations, fuel, limited heavy equipment, transportation, supplies and food. Additional resources can be found in the city of Whitehorse (population 25,085: 2016 census), Yukon Territory, approximately 170 km by road north of Atlin.

There is no existing power or other facilities on the Blue Property. Water sources for the Blue Property include Hoboe Creek and Atlin Lake.

## **Exploration**

The Technical Report presents the results of the Company's 2019 exploration program on the Blue Property. The site visit by the Author is described in the section entitled 'Data Verification'; details regarding historic exploration programs are summarized in the section entitled 'History'.

Work completed by Company to date on the Blue Property, consists of a 2D resistivity/induced polarization, geophysical survey.

### *Geophysics*

Between June 15<sup>th</sup> and June 22<sup>nd</sup>, 2019, Aurora Geosciences Ltd. ("Aurora") based at 34A Laberge Rd. Whitehorse, YT, conducted a 2D resistivity/induced polarization survey over a portion of the Blue Property on behalf of the Company. Aurora utilized a standard pole-dipole array in the French adit area; the survey consisted of a single line 500 m long with 50 m spacings.

The purpose of the survey was to confirm the expected response of known skarn mineralization and to locate additional areas of possible porphyry style mineralization that could be drill tested. No plan views are presented due to the extent of the survey; however, the inverse chargeability pseudo section is discussed under Interpretations and Conclusions.

## **Drilling**

As of the date of the Technical Report the Company had not conducted drilling on the Blue Property.

## **Sample Preparation, Analysis and Security**

### *Laboratory Sample Preparation and Analysis*

#### Zimtu Samples

Zimtu sent all 2018 rock samples to ALS Minerals ("ALS") in Whitehorse, Yukon for preparation; the prepared samples were shipped from ALS in Whitehorse to ALS in North Vancouver for analysis. Samples were bagged in field using a polyethylene bag, recorded, assigned a sample number with the respective Tyvek® identification tag placed in the sample bag, and sealed with electrical tape (Rodway, 2018). Sealed samples were delivered directly by Zimtu staff to ALS in Whitehorse on their return from Atlin.

ALS Whitehorse pulverized 1,000 grams of each sample to 85% < 75 µm. Samples were analyzed using package ME-ICP41, aqua regia digestion followed by ICP-AES analysis; PGM-ICP24, fire assay with a 50-gram nominal sample weight followed by ICP-AES analysis; and ME-OG46, ore grade aqua regia digestion for Ag, Cu, Pb, and Zn if the detection limits of ME-ICP41 were exceeded, with an ICP-AES finish.

ALS is a commercial laboratory and completely independent of Core Assets. ALS in Whitehorse and ALS in North Vancouver are both ISO/IEC 17025 accredited.

## **Data Verification**

The Author visited the Blue Property on June 5, 2019. During the visit he reviewed Zimtu's 2018 sample sites, exposed outcrop, talus, historic adits, and collected 17 samples relevant to this report. Samples taken by the author were collected from both the 2018 Zimtu sample sites and independently selected sites.

## **Silver Lime Agreement**

Pursuant to the Silver Lime Property Agreement, the Company acquired a 100% interest in the Silver Lime Property from Zimtu for consideration of 1,000,000 common shares (issued). Zimtu will retain a 2% Net Smelter Return (NSR) royalty. The Company has the right to buy back 1% of the NSR within 5 years of the agreement by paying \$1,000,000.

The Silver Lime Property consists of two mineral licenses that cover an area of approximately 531.17 ha located in northwestern British Columbia 58 km southwest of the community of Atlin.



The Company decided to acquire the Silver Lime property for the purpose of reselling it as an area play in the event that its Blue Property shows promise of good mineralization. There was and remains no interest in developing the Silver Lime Property, and that property does not need any additional expenditures to keep it in good standing until the end of December, 2021. Even after December 2021, the Company can transfer some of its excess credits, if available, from the Blue Property in order to maintain good standing status on the Silver Lime Property. The Company considers that having an additional property in relatively close proximity to its exploration property can, in the right circumstances, become a very valuable asset.

### **Overall Performance**

During the six months ended March 31, 2020, the following shares have been issued by the Company:

- i. On October 8, 2019, 426,000 common shares were issued at \$0.05 per share for gross proceeds of \$21,300.
- ii. On January 22, 2020, 115,500 common shares were issued at \$0.05 per share for gross proceeds of \$5,775.
- iii. On March 5, 2020, 1,100,000 common shares were issued at \$0.05 per share for gross proceeds of \$55,000.

Subsequent to the six months ended March 31, 2020, the following shares have been issued by the Company:

- i. On June 9, 2020, 1,860,000 common shares were issued at \$0.05 per share for gross proceeds of \$93,000.
- ii. On June 24, 2020, 136,000 common shares were issued at \$0.05 per share for gross proceeds of \$6,800.
- iii. On June 24, 2020, 17,000 common shares previously issued and priced at \$0.05 per share for gross proceeds of \$850 were cancelled and returned to treasury.

During the year ended September 30, 2019, the following shares have been issued by the Company, providing net cash proceeds of \$397,159.

- i. On June 21, 2019, 1,000,000 common shares were issued at \$0.02 per share for gross proceeds of \$20,000.
- ii. On August 14, 2019, 11,300,000 common shares were issued at \$0.02 per share for gross proceeds of \$226,000.
- iii. On August 29, 2019, 220,000 common shares were issued at \$0.05 per share for gross proceeds of \$11,000.
- iv. On September 16, 2019, 3,076,000 common shares were issued at \$0.05 per share for gross proceeds of \$153,800.
- v. On September 25, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Silver Lime Property.
- vi. On September 30, 2019, 1,000,000 common shares with a fair value of \$50,000 were issued in connection with the Blue Property.

For additional details regarding the Company's recent financing, please refer to Note 8 of the Company's condensed interim financial statements for the six months ended March 31, 2020.

### **General and Administrative**

Net loss for the six months ended March 31, 2020, was \$38,912, compared to a net loss during the six months ended March 31, 2019 of \$3,673, for a difference of \$35,239. The significant changes in expenses include:

- Advertising expenses (2020: \$4,760; 2019: \$1,575);

- Salaries and consulting fees (2020: \$8,694; 2019: \$nil);
- Transfer agent and filing fees (2020: \$5,640; 2019: \$nil); and
- Legal fees (2020: \$19,365, 2019: \$111,111: \$nil).

The reason for the increase is due to the business activities related to working towards completing the Company's prospectus.

### **Summary of Quarterly Results**

The following is a summary of the results from the eight previously completed financial quarters:

	<b>March 31, 2020</b>	<b>December 31, 2019</b>	<b>September 30, 2019</b>	<b>June 30, 2019</b>
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(22,968)	(15,944)	(11,154)	(1,464)
Net income (loss) and comprehensive income (loss)	(22,968)	(15,944)	(11,154)	(1,464)
Basic and diluted net income (loss) (per share)	(0.00)	(0.00)	(0.01)	(0.00)

	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>
Revenues	Nil	Nil	Nil	Nil
Net income (loss) from continuing operations	(3,655)	(18)	(18)	(1,701)
Net income (loss) and comprehensive income (loss)	(3,655)	(18)	(18)	(1,701)
Basic and diluted net income (loss) (per share)	(0.00)	(0.00)	(0.00)	(0.00)

Over the course of the Company's previously completed eight quarters, the Company's net loss has remained at a consistent level, with the exception of the increased costs starting in the quarter ending September 30, 2019 due to the work required for the Company's prospectus.

Net loss for the three months ended March 31, 2020, was \$22,968, compared to a net loss during the three months ended March 31, 2019 of \$3,655, for a difference of \$19,313. The significant changes in expenses include:

- Salaries and consulting fees (2020: \$3,589; 2019: \$nil);
- Transfer agent and filing fees (2020: \$5,140; 2019: \$nil); and
- Legal fees (2020: \$14,024, 2019: \$1,111).

The reason for the increase is due to the business activities related to working towards completing the Company's prospectus

### **Liquidity and Capital Resources**

As of the date of this report, the Company has raised \$585,875 to further the Company's mineral properties and for general working capital. Of the funds raised, approximately \$100,000 will be on the Blue Property and remainder will be used to complete the process of going public and for general working capital as set out in the Company's prospectus.

The Company will continue to require funds to further the exploration of its resource properties. As a result, the Company may have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

The Company's financial success will be dependent on the economic viability of its resource properties and the extent to which it can discover and develop new mineral deposits. Such development may take several years to complete and the amount of resulting income, if any, is difficult to determine.

All of the Company's properties are in the exploration or development stage only. Development of one or both of the properties will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of copper, cobalt, silver and gold from the properties. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control such as international, economic and political trends, expectations of inflation, currency exchange fluctuations and interest rates.

As at March 31, 2020, the Company has total assets of \$534,696 (September 30, 2019: \$537,121). The primary assets of the Company are exploration and evaluation assets of \$198,494 (September 30, 2019: \$184,902), mining rights of \$50,000 (September 30, 2019: \$50,000), reclamation bonds of \$13,000 (September 30, 2019: \$13,000), sales tax and other receivables of \$6,471 (September 30, 2019: \$4,421), Due from related party of \$50,000 (September 30, 2019: \$nil), and cash of \$241,150 (September 30, 2019: \$284,798). The Company has no long-term liabilities and has working capital of \$257,275 (September 30, 2019: \$257,055) as at March 31, 2020.

*Cash Provided Used In Operating Activities:* Cash used in operating activities during the six months ended March 31, 2020 was \$57,199, compared with \$8,773 used in operating activities during the six months ended March 31, 2019. Cash was mostly spent on audit fees, advertising, legal fees, general office expenses, and salaries and consulting fees.

*Cash From Financing Activities:* Total cash from financing activities during the six months ended March 31, 2020 was \$56,250 provided from the issuance of shares and \$3,526 used for share issuance costs. During the six months ended March 31, 2019, \$84,250 was provided from share subscriptions and \$2,007 was used for share issuance costs.

*Cash Used in Investing Activities:* Total cash used in investing activities during the six months ended March 31, 2020 was \$63,592, compared to \$13,000 used during the six months ended March 31, 2019. During the six months ended March 31, 2020, the Company spent \$13,592 (March 31, 2019: \$nil) on the exploration and development of its mineral properties, \$50,000 on a related party loan (March 31, 2019: \$nil) and \$nil (March 31, 2019: \$13,000) on reclamation bonds.

#### **Transactions with Related Parties**

During the six months ended March 31, 2020 and 2019, the Company incurred the following transactions with officers or directors of the Company or companies with common directors:

	<b>Six months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
<b>Key management compensation*</b>	<b>\$</b>	<b>\$</b>
Geological expenses	13,500	-
Wages to key management	2,000	-
<b>Total</b>	<b>15,500</b>	<b>-</b>

\* Key management includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's executive officers and certain members of its Board of Directors.

	March 31, 2020	September 30, 2019
<b>Amounts due from related parties</b>	<b>\$</b>	<b>\$</b>
Zimtu Capital Corp.**	50,000	-

\*\*Zimtu Capital Corp. is a company with common directors and management. Zimtu provides key management services to the Company and hold 41% of the shares of the Company.

On March 11, 2020, the Company extended a short-term loan to Zimtu in the amount of \$50,000 to assist with some short-term cash constraints brought on by the onset of the COVID-19 virus. The loan is interest free, with repayments of \$35,000 due on May 11, 2020 (paid) and \$15,000 due June 11, 2020 (paid June 1, 2020).

The terms and conditions of these transactions with key management and their related parties were no more favourable than those available, or which might reasonably be expected to be available, or similar transactions to non-key management related entities on an arm's length basis.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

#### **Off Balance Sheet Arrangements**

There are no off-balance sheet arrangements to which the Company is committed.

#### **Other MD&A Requirements**

##### Additional Disclosure for Venture Issuers without Significant Revenue

As the Company has not had significant revenue from operations in either of its last two financial years, the following is a breakdown of the material costs incurred:

	<b>Year Ended September 30, 2019</b>	<b>Year ended September 30, 2018</b>
Capitalized Exploration and Evaluation Asset Costs	\$184,902	\$nil
Capitalized Mining Rights	\$50,000	\$nil
General and Administration Expenses	\$16,291	\$1,737

#### **Disclosure of Outstanding Share Capital**

The following is a breakdown of the share capital of the Company, on an annual basis and the date of this report:

	<b><u>July 7, 2020</u></b>	<b><u>March 31, 2020</u></b>	<b><u>September 30, 2019</u></b>
Common Shares	21,216,600	19,237,600	17,596,100
Stock Options	-	-	-
Warrants	-	-	-
Fully Diluted Shares	21,216,600	19,237,600	17,596,100

For additional details of outstanding share capital, refer to Notes 8 and 12 of the condensed interim financial statements for the six months ended March 31, 2020.

#### **Global Risks**

Subsequent to three months ended December 31, 2019, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties

arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. The Company's ability to raise the additional capital required for Phase II may be affected by the current uncertainties of the global market

### **Industry and Economic Factors Affecting Performance**

As a mineral exploration and development company, Core's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in providing high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

### **Competitive Conditions**

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition is also high for the recruitment of qualified personnel and equipment. Significant and increasing competition exists for mineral opportunities in the Province of British Columbia. There are a number of large established mineral exploration companies in British Columbia with substantial capabilities and greater financial and technical resources than the Company.

### **Government Regulation**

Mining operations and exploration activities are subject to various laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

### **Environmental Regulation**

The Company's mineral exploration activities are subject to various federal and provincial laws and regulations governing protection of the environment. In general, these laws are amended often and are becoming more restrictive.

### **Other Property Interests and Mining Claims**

The Company may in the future acquire new mineral exploration properties or interests but has not entered into any agreements to acquire such properties or interests other than the Blue Property and the Silver Lime Property.

### **Trends**

As a junior mining issuer, the Company is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Company.

### **Forward Looking Statements**

This Management Discussion & Analysis may contain forward-looking information and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements.

*Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof.*

Forward-looking information is based on the opinions and estimates of management and its consultants at the date the information is given. It is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The information is based on reasonable assumptions which include but are not limited to those regarding actual costs for mining and processing and their impact on the cut-off grade established, actual capital costs, forecasts of mine production rates, the timing and content of upcoming work programs, geological interpretations, potential process methods and mineral recoveries, the availability of markets for the products produced, market pricing for the products produced, etc.

Factors that could cause actual results to differ materially from those in forward-looking statements include market prices for metals, the conclusions of detailed feasibility and technical analyses, lower than expected grades and quantities of resources, mining rates and recovery rates and the lack of availability of necessary capital, which may not be available to the Company on terms acceptable to it or at all.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. There can be no assurance that the plan, intentions or expectations upon which these forward-looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers are cautioned not to put undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

#### **Approval**

The Board of Directors of Core Assets Corp. has approved the disclosure contained in this MD&A.

#### **Additional Information**

Additional information related to the Company can be found on the Company's website at [www.coreassetscorp.com](http://www.coreassetscorp.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

**SCHEDULE "E"**

**AUDIT COMMITTEE CHARTER**

**CORE ASSETS CORP.**  
**(the "Company")**

**AUDIT COMMITTEE CHARTER**

**1. Mandate**

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

**2. Composition**

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

*2.1 Independence*

A majority of the members of the audit committee must not be officers, employees or control persons of the Company. If the Company ceases to be a "venture issuer" as that term is defined in National Instrument 52-110 entitled "Audit Committees" ("NI 52-110"), then all of the members of the audit committee shall be free from any material relationship with the Company within the meaning of NI 52-110.

*2.2 Financial Literacy of Committee Members*

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. A person is generally considered "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 Company's financial statements.

**3. Meetings**

The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

**4. Roles and Responsibilities**

The audit committee shall fulfill the following roles and discharge the following responsibilities:



#### 4.1 *External Audit*

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- d) review and recommend to the Board the compensation to be paid to the external auditors; and
- e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

#### 4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company;
- b) and ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

#### 4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

##### *General*

- a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

#### *Annual Financial Statements*

- a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

#### *Interim Financial Statements*

- a) review and approve the interim financial statements prior to their release to the public; and
- b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

#### *Release of Financial Information*

- a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

#### **4.4 Non-Audit Services**

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

#### *Delegation of Authority*

- a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

#### *De-Minimis Non-Audit Services*

- a) The audit committee may satisfy the requirement for the pre-approval of nonaudit services if:
  - i. the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

- ii. the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

#### *Pre-Approval Policies and Procedures*

- a) The audit committee may also satisfy the requirement for the pre-approval of nonaudit services by adopting specific policies and procedures for the engagement of nonaudit services, if:
  - i. the pre-approval policies and procedures are detailed as to the particular service;
  - ii. the audit committee is informed of each non-audit service; and
  - iii. the procedures do not include delegation of the audit committee's responsibilities to management.

#### *4.5 Other Responsibilities*

The audit committee shall:

- a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- e) perform other oversight functions as requested by the Board; and
- f) review and update this Charter and receive approval of changes to this Charter from the Board.

#### *4.6 Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

**CERTIFICATE OF THE COMPANY**

Dated: July 7, 2020

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Province of British Columbia.

*"David Hodge"*

\_\_\_\_\_  
DAVID HODGE

President and Chief Executive Officer

*"Jody Bellefleur"*

\_\_\_\_\_  
JODY BELLEFLEUR

Chief Financial Officer

On Behalf of the Board of Directors

*"Nicholas Rodway"*

\_\_\_\_\_  
NICHOLAS RODWAY

Director

*"Sean Charland"*

\_\_\_\_\_  
SEAN CHARLAND

Director

*"Scott Rose"*

\_\_\_\_\_  
SCOTT ROSE

Director

*"Alicia Milne"*

\_\_\_\_\_  
ALICIA MILNE

Director

**CERTIFICATE OF THE PROMOTERS**

Dated: July 7, 2020

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of the Province of British Columbia.

*"David Hodge"*

\_\_\_\_\_  
DAVID HODGE

*"Scott Rose"*

\_\_\_\_\_  
SCOTT ROSE

*"Nicholas Rodway"*

\_\_\_\_\_  
NICHOLAS RODWAY

*"Sean Charland"*

\_\_\_\_\_  
SEAN CHARLAND

ZIMTU CAPITAL CORP.

per:

*"David Hodge"*

\_\_\_\_\_  
David Hodge, authorized signatory

**SCHEDULE B**

**FORM 2A LISTING STATEMENT DISCLOSURE – ADDITIONAL INFORMATION**

**14. CAPITALIZATION**

**14.1 Issued Capital**

As at the date of this Listing Statement, the share capital of the Company on a non-diluted and fully-diluted basis will be as follows:

<b>Issued Capital</b>	<b>Number of Securities (non-diluted)</b>	<b>Number of Securities (fully-diluted)</b>	<b>% (non-diluted)</b>	<b>% (fully diluted)</b>
<u>Public Float</u>				
Total Outstanding <b>(A)</b>	21,216,600	21,216,600	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) <b>(B)</b>	15,775,100	15,775,100	74.34%	74.34%
Total Public Float <b>(A-B)</b>	5,441,500	5,441,500	25.65%	25.65%
<u>Freely Tradable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders <b>(C)</b>	13,115,100	13,115,100	61.82%	61.82%
Total Tradable Float <b>(A-C)</b>	8,101,500	8,101,500	38.18%	38.18%

\* Figures are reported to the best of the knowledge of management of the Company.

Public Securityholders (Registered)

For the purposes of this table, “public securityholders” does not include persons enumerated in section (B) the *Issued Capital* table above:

**Common Shares**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	46	46,500
2,000 – 2,999 securities	31	62,000
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	4	16,000
5,000 or more securities	75	5,314,000
<b>TOTAL</b>	<b>157</b>	<b>5,441,500</b>

\* Information determined to the best of the Company’s knowledge from information provided by the Central Securities Register.

Public Securityholders (Beneficial)

For the purposes of this table, “public securityholders” does not include persons enumerated in section (B) the *Issued Capital* table above:

**Common Shares**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	46	46,500
2,000 – 2,999 securities	31	62,000
3,000 – 3,999 securities	1	3,000
4,000 – 4,999 securities	4	16,000
5,000 or more securities	77	5,314,000
<b>TOTAL</b>	<b>159</b>	<b>5,441,500</b>

\* Information determined to the best of the Company’s knowledge from information provided by the Central Securities Register.



### Non-Public Securityholders (Registered and Beneficial)

For the purposes of this chart, “non-public securityholders” are persons enumerated under (B) in the *Issued Capital* table above.

#### **Common Shares**

<b><u>Size of Holdings</u></b>	<b><u>Number of Holders</u></b>	<b><u>Total number of securities</u></b>
1 – 99 securities	-	Nil
100 – 499 securities	-	Nil
500 – 999 securities	-	Nil
1,000 – 1,999 securities	-	Nil
2,000 – 2,999 securities	-	Nil
3,000 – 3,999 securities	-	Nil
4,000 – 4,999 securities	-	Nil
5,000 or more securities	12	15,765,100
<b>TOTAL</b>	<b>12</b>	<b>15,765,100</b>

#### **14.2 Convertible / Exchangeable Securities**

As at the date of the Listing Statement, the Company does not have any stock options or warrants to purchase Common Shares outstanding.

#### **14.3 Other Listed Securities**

The Company has no other listed securities reserved for issuance that are not included in items 14.1 or 14.2.

**SCHEDULE C**  
**CERTIFICATE OF THE ISSUER**

Pursuant to a resolution duly passed by its Board of Directors, Core Assets Corp. hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Core Assets Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 16th day of July, 2020.

*"David Hodge"*

\_\_\_\_\_  
**DAVID HODGE**  
CEO, President and Director

*"Jody Bellefleur"*

\_\_\_\_\_  
**JODY BELLEFLEUR**  
CFO

*"Scott Rose"*

\_\_\_\_\_  
**SCOTT ROSE**  
Corporate Secretary and Director

*"Sean Charland"*

\_\_\_\_\_  
**SEAN CHARLAND**  
Director

*"Nicholas Rodway"*

\_\_\_\_\_  
**NICHOLAS RODWAY**  
Corporate Secretary and Director

*"Alicia Milne"*

\_\_\_\_\_  
**ALICIA MILNE**  
Corporate Secretary and Director