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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. Persons.

THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

PRELIMINARY PROSPECTUS

Initial Public Offering | Date: November 21, 2019

ELMIRA CAPITAL INC.
(the "Issuer")
5623 145A Street
Surrey, BC V3S 8E3

5,000,000 Units, $500,000
Price: $0.10 per Unit
(the "Offering")

The Issuer is hereby offering, on a commercially reasonable efforts basis, to purchasers resident in the provinces of British Columbia and Alberta through its agent, PI Financial Corp. (the "**Agent**"), 5,000,000 units (the "**Units**") of the Issuer at a price of $0.10 per Unit. Each Unit is comprised of one (1) Common Share in the capital of the Issuer (a "**Common Share**") and one (1) Common Share purchase warrant (a "**Warrant**"). Each Warrant is exercisable to acquire one additional Common Share (a "**Warrant Share**") for a period of three years from the date of issue at a price per Warrant Share of $0.20 in the first year, $0.25 in the second year, and $0.30 in the third year. This Prospectus qualifies the distribution of the Common Shares and the Warrants comprising the Units.

	Price to Public(1)	Agent's Commission(2)	Proceeds to the Issuer(3)
Per unit	$0.10	$0.010	$0.09
Total	$500,000	$50,000	$450,000

(1) The price to the public was determined by arm's length negotiation between the Issuer and the Agent.

(2) In connection with the Offering, the Agent will receive a cash commission of 10% on the gross proceeds from the sale of Units raised from the Offering and 5% of the gross proceeds raised from certain investors identified by the Issuer (the "**President's List**"). In addition, the Agent will be granted compensation options (the "**Compensation Options**") equal in number to: 10% of the number of Units sold under the Offering; or 5% of the number of Units sold to the President's List. Each Compensation Option will entitle the Agent to acquire one (1) Common Share at an exercise price of $0.15 for a period of 36 months following the date of listing of the Issuer's Common Shares on the Exchange (the "**Listing Date**"). This Prospectus also qualifies the distribution of the Compensation Options.

(3) Before deducting the balance of the costs of this issue which are estimated to be $70,000. The Issuer will also pay the Agent a corporate finance fee of $22,500, plus applicable taxes, of which $11,250 plus applicable taxes has been paid and is non-refundable. The Issuer will also pay the Agent its legal fees and disbursements, of which a retainer of $10,000 has been paid to the Agent.

Concurrently with the filing of the Prospectus, the Issuer will make an application for listing on the Canadian Securities Exchange (the "**Exchange**"). Listing is subject to the Issuer fulfilling all of the listing requirements of the Exchange which include completion of the distribution of the Units to a minimum number of public shareholders. No listing will be applied for in respect of the Warrants. See "Plan of Distribution".

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. See "Risk Factors".

As at the date of this Prospectus, the Issuer 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 the PLUS Markets Group plc.

No person is authorized by the Issuer to provide any information or to make any representation other than those contained in this Prospectus in connection with this issue and the sale of the securities offered by the Issuer.

The Issuer is not a "connected issuer" or a "related issuer" of the Agent under applicable Canadian securities legislation.

The securities of the Issuer are highly speculative due to the nature of the Issuer's business and its present stage of development. At present, the Issuer's properties have no known commercial body of ore and the proposed work programs are to explore for mineralized material. An investment in natural resource issuers involves a significant degree of risk. The degree of risk increases substantially where the properties are in the exploration as opposed to the development stage.

Further, investments in early stage businesses involve a high degree of risk and investors should not invest any funds in this Offering unless they can afford to lose their entire investment. Subscribers must rely upon the ability, expertise, judgment, integrity and good faith of the management of the Issuer. An investment in the Units involves a high degree of risk and should only be considered by those investors who can afford to lose their entire investment. See "Risk Factors."

The completion of the Offering is subject to the Issuer obtaining conditional approval of its listing application from the Exchange and other regulatory approvals which is expected to occur on or about **[●]**, 2019, or such other date as the Agent and the Issuer may agree in writing. See "Plan of Distribution."

The following table sets out securities issuable to the Agent upon Closing of the Offering:

Securities Issuable to Agent

Agent's Position	Maximum size or number of securities available	Exercise period or acquisition date	Exercise price or average acquisition price
Compensation Options	500,000 Common Shares(1)	36 months from the Listing Date	$0.15 per Common Share

(1) Based on 10% of the 5,000,000 Units sold under the Offering and nil. Units sold under the President's List. The Compensation Options are qualified for distribution pursuant to this Prospectus. See "Plan of Distribution".

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

The Agent, as agent, conditionally offers the Units qualified hereunder on a commercially reasonable efforts basis, if, as and when issued by the Issuer and accepted by the Agent in accordance with the conditions contained in the Agency Agreement and subject to approval of certain legal matters on behalf of the Issuer by Fang & Associates, Barristers & Solicitors, and on behalf of the Agent by MLT Aikins LLP. See "Plan of Distribution". Subscriptions will be received, subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time.

All funds received will be held by the Agent in trust. If the Offering does not close for any reason, all subscription funds received by the Agent will be returned to the subscribers, without interest or deduction. The Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days from the issuance of a receipt for the Final Prospectus, unless an amendment to the Final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the Final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the Final Prospectus. It is expected that one or more global certificates that represent the aggregate principal number of Common Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("**CDS**"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the Closing Date. All of the purchasers of Common Shares will receive only a customer confirmation from the Agent as to the Common Shares purchased, except that certificates representing the Common Shares in registered and definitive form may be issued in certain other limited circumstances. Purchasers will receive certificates representing the Warrants purchased in registered and definitive form.

AGENT
PI Financial Corp.
1900-666 Burrard Street
Vancouver, BC V6C 3N1
Tel: (604) 664-2900
Fax: (604) 664-3660

TABLE OF CONTENTS

FORWARD LOOKING STATEMENTS

This Prospectus contains "forward-looking statements". Forward-looking statements reflect the Issuer's current views with respect to future events, are based on information currently available to the Issuer and are subject to certain risks, uncertainties, and assumptions, including those discussed above. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the use of the proceeds of the Offering, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain, required governmental approvals or financing, as well as other factors discussed under "Risk Factors". Although the Issuer has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Issuer has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Issuer's anticipated costs and expenditures and its ability to achieve its goals. Even though the Issuer's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements statement or information will prove to be accurate. Forward-looking statements contained in this Prospectus are made as of the date of this Prospectus. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Issuer will update forward-looking statements in its management discussion and analysis as required by applicable law.

The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Issuer does not undertake or assume any obligation to publicly update or revise any forward-looking statements.

TECHNICAL INFORMATION

Technical information relating to the Nevada Project contained in the Prospectus is derived from, and in some instances is extracted from the Technical Report, which was prepared by the Author. The Technical Report was prepared in accordance with NI 43-101 and the Author is an independent qualified person pursuant to NI 43-101.

Technical information in the Prospectus has been prepared under the supervision of the Author. The Author has reviewed and approved the description of the Nevada Project in the Prospectus.

SUMMARY OF PROSPECTUS

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

Elmira Capital Inc.

The following is a summary of the Issuer's principal business and should be read together with the more detailed information contained elsewhere in this Prospectus. *See "See Description of the Business".*

ISSUER	Elmira Capital Inc. was incorporated under the laws of the Province of British Columbia on August 22, 2014.
AGENT	PI Financial Corp.
BUSINESS OF THE ISSUER	The principal activities of the Issuer are the identification, acquisition, exploration and development of mineral deposits to increase shareholder value. The main commodity being focused upon is lithium.
PRINCIPAL PROPERTY	The main geographic focus of the Issuer is in the State of Nevada, in particular Nye County where the Issuer is acquiring a portfolio of mineral projects. On December 4, 2018, the Issuer executed an option agreement (the "**Kokanee Placer Option Agreement**") with Kokanee Placer Two Ltd. ("**Kokanee Placer**") pursuant to which the Issuer can earn up to an 80% interest in a Nevada property (the "**Nevada Project**"). Pursuant to the Kokanee Placer Option Agreement, the Issuer holds an option to purchase a further 20% interest in the Nevada Project for a total 100% interest in and to the Nevada Project at any time prior to December 4, 2021 for a US$4,000,000 cash payment provided that the Issuer achieves certain exploration and payment milestones.
OFFERING	The Offering consists of 5,000,000 Units at a price of $0.10 per Unit for gross proceeds of $500,000. Each Unit comprises of one (1) Common Share and one (1) Warrant. Each Warrant is exercisable to acquire one (1) Warrant Share for a period of three years, at an exercise price of $0.20 in the first year, $0.25 in the second year and $0.30 in the third year from the date of issue. See "Plan of Distribution".
OFFERING JURISDICTIONS	The Offering will be made in the Provinces of British Columbia and Alberta. See "Plan of Distribution".
CLOSING	The Closing Date of the Offering is subject to the Issuer obtaining conditional approval of its listing application from the Exchange and other regulatory approvals which are expected to occur on or about **[●]**, 2019 or such other date as the Agent and Issuer may agree in writing. See "Plan of Distribution".
COMMISSION	The Agent will receive a cash commission of 10% on the gross proceeds from the Units raised from the Offering and 5% of the gross proceeds raised from the President's List. In addition, the Agent will be granted Compensation Options equal in number to 10% of the number of Units sold under the Offering and 5% of the number of Units sold to the President's List. Each Compensation Option will entitle the Agent to acquire one (1) Common Share at an exercise price of $0.15 for a period of 36 months following the date of listing of the Issuer's Common Shares on the Exchange. See "Plan of Distribution".
FEES AND EXPENSES	The Issuer shall pay the Agent a corporate finance fee of $22,500 plus GST (total of $23,625) of which a non-refundable deposit of $11,250 + GST (total of $11,812.50) has been

	paid. The Issuer will be responsible for all expenses incurred in connection with the Offering, including the Agent's out-of-pocket expenses and fees and disbursements of the Agent's legal counsel. The Issuer has provided the Agent with a retainer of $10,000 to be applied against these expenses. See "Plan of Distribution".
LISTING	The Issuer has applied to have its Common Shares listed on the Exchange. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange. See "Listing".
USE OF PROCEEDS: **(CDN$)**	As at October 31, 2019, the Issuer had a working capital of $54,606. The Issuer will realize gross proceeds from the Offering in the amount of $500,000, after deducting the Agent's commission of $50,000, the balance of the Agent's corporate finance fee being $11,250 + GST ($11,812.50), the balance of the Agent's expenses which are estimated to be $7,000, and estimated legal and accounting expenses and regulatory fees related to the Offering of $70.000**.** The Issuer's working capital and the gross proceeds of the Offering constitute funds available to the Issuer, and it is the Issuer's intention to use these funds as described in the table below. See "Use of Proceeds":

	(CDN$)
Gross Proceeds	$500,000
Less: Agent's commission (Assuming no subscriptions are received from the President's List)	($50,000)
Proceeds to the Issuer	$450,000
Less: Balance of Agent's corporate finance fees	($11,812)
Less: Estimated legal, accounting, administrative and regulatory fees and disbursements related to the Listing	($70,000)
Net Proceeds	**$368,188**
Working capital as at October 31, 2019	**$54,606**
Funds Available	**$422,794**
Use of Available Funds	
Nevada Project Phase 1 expenditure costs(1)	($158,568)
Kokanee Placer Option Agreement option payment(2)	($99,105)
Bureau of Land Management fees(3)	($3,515)
General and Administrative Expenses (12 months)	($155,000)
Unallocated Working Capital	**$6,606**

	Total **$422,794** Notes: The following amounts denominated in US currency were converted into CDN currency amounts at the rate from the Bank of Canada as at November 18, 2019 at the rate of US$1.00 = CDN$1.3214: (1) Nevada Project Phase 1 expenditure costs = US$120,000. (2) Kokanee Placer Option Agreement option payment = US$75,000. (3) Bureau of Land Management fees = US$2,660 ($140.00 x 19 claims).
Directors and Officers:	**Souhail Abi Farrage** – President, CEO and Director **Leonard Vern Senft** – Director **Paul Smith**– Director **Abbey Abdiye** - CFO See “Directors and Officers”.
Risk Factors:	**Investment in the Issuer involves a substantial degree of risk and should be regarded as speculative. As a result, the purchase of the Issuer’s Common Shares should be considered only by those persons who can afford a loss of their entire investment.** Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the following factors relating to the business of the Issuer. Common Shareholders should carefully review all risk factors. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See “Risk Factors” herein. The Issuer has no current mining operations and no revenue. The Issuer has no history of earnings. The Issuer may need to raise further funds to carry out exploration of its properties. Since inception, the Issuer has had negative operating cash flow. The Issuer has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Nevada Project and administrative costs. The Issuer cannot predict when it will reach positive operating cash flow. There is no assurance the Issuer will be able to raise additional funds or settle debt by the issuance of shares for debt to satisfy any indebtedness. In addition, if exploration programs are successful, additional funds will be required to place the property into commercial production. The business of mineral exploration involves a high degree of risk. Few mineral properties that are explored are ultimately developed into producing mineral properties. Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to all of the properties for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the title to the Nevada Project, the Issuer cannot give an assurance that title to such properties will not be challenged or impugned. The Issuer’s management is experienced in exploring for minerals, but lacks technical training and experience with developing and operating a mine. With no

		direct training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within this area of industry and their decisions and choices may not take into account standard engineering or managerial approaches that mineral producing companies commonly use. The success of the Issuer is largely dependent upon the performance of its directors and management. The loss of the services of these persons will have an adverse material effect on the Issuer's business. There is no assurance that the Issuer can maintain the services of its directors or other qualified personnel required to operate the business. The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Nevada Project, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in regulations and in various operational circumstances. Companies engaged in the exploration of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Issuer may require for the conduct of its exploration activities will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any exploration project which the Issuer might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions 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. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material impact on the Issuer and cause an increase in capital expenditures or exploration costs or a reduction in production levels for producing properties or require abandonment of new exploration properties. Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. The Issuer does not maintain insurance against environmental risks. Unfavorable economic conditions may negatively impact the Issuer's financial viability as a result of increased financing costs and limited access to capital markets. Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource exploration or development. As a result, there may be situations that result in a conflict of interest. The Issuer and/or its directors may be subject, with or without merit, to a variety of civil or other legal proceedings. The Issuer does not know of any such pending or actual material legal proceedings as of the date of this Prospectus. The Issuer intends to retain any future earnings to finance its business and

operations and future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.

The Issuer’s business relies upon the accuracy of its determination as to whether its mineral exploration property contains a mineral deposit. No assurance can be given that any mineral deposits exist in any of its mineral properties or, if any, mineral deposits exist whether such mineral deposits can be recovered, or that such mineral deposits may be recovered economically.

Significant and increasing competition exists for mineral opportunities in the State of Nevada. Therefore, the Issuer may be unable to acquire additional meritous mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer’s exploration programmes will yield any mineral reserves or results in any commercial mineral operation.

As the Issuer raises its capital in Canadian dollars and uses Canadian dollars in its financial statements, currency fluctuations can have a material effect on operations. In addition, the Issuer currently incurs exploration expenditures and has obligations in US dollars but raises capital and reports its financial statements in Canadian dollars, which may result in currency exchange losses.

Purchasers of the securities under this Prospectus will experience an immediate and substantial dilution in the net tangible book value of their investment.

For a more detailed description of the above risk factors and their potential impact on the Issuer, see “Risk Factors”

Summary Financial Information:

The following table sets out selected financial information relating to the Issuer for the period indicated and should be considered in conjunction with the more complete information contained in the financial statements of the Issuer for the fiscal year ended August 31, 2018 in addition to the related notes included in the Prospectus. See “Financial Statements”.

	Unaudited Interim Financial Statements for the 9 Months Ended May 31, 2019	**Audited Annual Financial Statements for the Year Ended August 31, 2018**
Total Assets	378,750	$-
Total Liabilities	$171,450	$142,901
Deficit	(347,854)	(254,901)
Common Shareholder Equity	207,300	(142,901)
Total Common Shares	17,040,001	5,100,002

CURRENCY RATES, METRIC EQUIVALENTS AND ABBREVIATIONS

All currency amounts in the Prospectus are stated in Canadian dollars unless otherwise indicated. All financial information with respect to the Issuer has been presented in Canadian dollars in accordance with generally accepted accounting principles in Canada.

The following table sets forth certain standard conversions from Standard Imperial Units to the International System of Units (or metric units).

To Convert from Metric	To Imperial	Multiply by
Grams (g)	Grains	15.430
Grams (g)	Ounces (troy) (oz)	0.032
Grams per tonne (g/t)	Ounces (troy) per ton (oz/ton)	0.029
Hectares	Acres	2.471
Kilometres (km)	Miles (mi)	0.621
Square Kilometres (km2)	Square Mile (mi2)	0.386
Metres	Feet	3.281
Millimetres (mm)	Inches (in)	0.039
Tonnes (t)	Short tons (2000 pds)	1.102
Acres	Hectares	0.405
Hectares	Acres	2.471

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used frequently throughout the Prospectus:

“affiliate”	has the meaning ascribed to such term under the BCBCA.
“Agent”	means PI Financial Corp.
“**Agency Agreement**”	Means the agency agreement between the Issuer and the Agent dated ***.
“ASC”	means the Alberta Securities Commission.
“Audit Committee”	means the audit committee of the Issuer comprising of Souhail Abi Farrage, Leonard Vern Senft and Paul Smith.
“Author”	means Craig Alford, P.Geol, the author of the Technical Report.
“BCBCA”	means the *Business Corporations Act* (British Columbia).
“BCSC”	means the British Columbia Securities Commission.
“Board of Directors”	means the board of directors of the Issuer.
“CDS”	means the Canadian Depository for Securities Limited.
“CEO”	means Chief Executive Officer.
“CFO”	means Chief Financial Officer.
“Closing Date”	means the date of closing of the Offering.
“Common Share”	means a common share without par value in the capital of the Issuer.
“Compensation Options”	means the compensation options to be granted to the Agent on the closing of the Offering equal in number to 10% of the number of Units sold under the Offering and 5% of the number of Units sold to the President’s List, which will entitle the Agent to acquire, at an exercise price per Compenstaion Option equal to $0.15, one Common Share. The compensation options may be exercised at any time and from

	time to time for a period of 36 months following the Listing Date.
"Effective Date"	means the date on which the final receipt for the Prospectus is issued by the BCSC and the OSC.
"Exchange"	means the Canadian Securities Exchange.
"IFRS"	means the International Financial Reporting Standards.
"Escrow Agreement"	means the escrow agreement among the Issuer, the Transfer Agent, the directors and officers of the Issuer and certain shareholders of the Issuer dated ***.
"Final Prospectus"	means the final prospectus of the Issuer.
"Incentive Stock Options"	the compensation options granted to the executive officers of the Issuer under the Stock Option Plan.
"Insider"	an insider as defined in the *Securities Act* (British Columbia), which includes the directors and senior officers of the Issuer or any subsidiaries of the Issuer and any person that has direct or indirect beneficial ownership of, or control or direction over, securities of the Issuer carrying more than 10% of the voting rights attached to the Issuer's outstanding voting securities.
"Issuer"	Elmira Capital Inc., a corporation existing under the laws of the Province of British Columbia.
"Kokanee Placer"	means Kokanee Placer Two Ltd.
"Kokanee Placer Option Agreement"	means the option agreement between the Issuer and Kokanee Placer dated December 4, 2018, as further amended November 12, 2019.
"Listing Date"	means the date upon which the Common Shares are listed for trading on the Exchange.
"NEO"	means each of the following individuals: (a) the CEO; (b) the CFO; (c) each of the three most highly compensated executive officers, 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) of Form 51-102F6 *Statement of Executive Compensation*, 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 Issuer, nor acting in a similar capacity, at the end of that financial year.
"Nevada Project"	means the Bonnie Claire Highway 95 Property, Beatty Area, Nevada USA as more particularly described in the Technical Report.
"NI 43-101"	means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
"NP 46-201"	means National Policy 46-201 – *Escrow for Initial Public Offerings*.
"Offering"	means the offering of 5,000,000 Units at a price of $0.10 per Unit for gross proceeds of $500,000 under the Prospectus. Each Unit comprises of one (1) Common Share and one (1) Warrant. Each Warrant is exercisable to acquire one (1) Warrant Share for a period of three years. Each Warrant Share is exercisable at $0.20 in the first year, $0.25 in the second year and $0.30 in the third year from the date of issue.
"Option Agreement"	means an option agreement dated December 10, 2018 between the Issuer and Kokanee Placer whereby Kokanee Placer has granted an option to the Issuer to

	acquire up to a 80% legal and beneficial interest in the Nevada Project, with a second option to acquire a further 20% legal and beneficial interest in the Nevada Project.
“Plans”	means all RRIFs, RRSPs, deferred profit sharing plans, registered education savings plans, registered disability savings plans and TFSAs under the Tax Act.
“President’s List”	means the list of potential subscribers to the Offering provided to the Agent by the Issuer.
“Prospectus”	means this preliminary prospectus and any appendices, schedules or attachments hereto.
“Qualified Person”	has the meaning ascribed to such term under NI 43-101.
“Regulations”	means the regulations promulgated under the Tax Act.
“RRIFs”	means registered retirement income funds as defined under the Tax Act.
“RRSPs”	means registered retirement plans as defined under the Tax Act.
“Qualified Person”	has the meaning ascribed to such term in NI 43-101.
“Stock Option Plan”	means the stock option plan of the Issuer dated March 16, 2015.
“Tax Act”	means the *Income Tax Act* (Canada), as amended.
“Technical Report”	means the technical report of the Author entitled “**Report on the Bonnie Claire Highway 95 Property, Beatty Area, Nevada USA**” dated September 4, 2019.
“TFSAs”	means tax-free savings accounts as defined under the Tax Act.
“Transfer Agent”	means the transfer agent of the Issuer, being Odyssey Trust Company.
“Units”	means the units of the Issuer offered for sale pursuant to the Offering, each comprised of one (1) Common Share and one (1) Warrant.
“U.S. Person”	has the meaning ascribed to it in section 902(k) of Regulation S promulgated under the US Securities Act, and includes, among other things, any natural person resident in the United States, any partnership or corporation organized or incorporated under the laws of the United States and any trust of which any trustee is a U.S. person.
“Warrants”	means the Common Share purchase warrants of the Issuer which comprise part of the Units offered under the Prospectus. Each Warrant shall entitle the holder thereof to acquire one (1) Common Share for a period of three (3) years from issuance at an exercise price of $0.20 in the first year, $0.25 in the second year, and $0.30 in the third year.
“Warrant Shares”	means the Common Shares of the Issuer issuable upon exercise of the Warrants.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Issuer's full corporate name is "Elmira Capital Inc." and its addresses are as follows:

Head Office and Mailing Address:	5623 145A Street Surrey, BC V3S 8E3
Registered and Records Office:	Suite 1780, 400 Burrard Street Vancouver, British Columbia V6C 3A6

The Issuer was incorporated as "Elmira Capital Inc." pursuant to the BCBCA on August 22, 2014. The Issuer is currently a private company.

Intercorporate Relationships

The Issuer does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

Description the Business

The Issuer is a mineral exploration company incorporated and domiciled in British Columbia.

The business objective of the Issuer is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit at its flagship Nevada Project and any other mineral properties the Issuer may acquire an interest in subsequent to the date hereof.

Three-Year History

The Issuer was incorporated under the laws of the Province of British Columbia on August 22, 2014 and is an exploration and development stage mining company. On October 20, 2014, the Issuer entered into an amalgamation agreement to complete an amalgamation with Elm Resources Ltd. for the exploration and development of certain gold exploration properties in Tanzania, which agreement was terminated effective March 2, 2015. Since that time, the Issuer has been searching for suitable natural resource properties for exploration and development.

The Issuer has not yet conducted any commercial operations.

On December 4, 2018, the Issuer entered into the Kokanee Placer Option Agreement with Kokanee Placer, as further amended November 12, 2019. Pursuant to the terms of the Kokanee Placer Option Agreement, the Issuer can acquire up to a 100% interest in the Nevada Project as follows (together, the "**Option Conditions**"):

(a) The Issuer can acquire an 80% interest in the Nevada Project upon:

- the payment of US$50,000 in cash to Kokanee Placer (completed);
- the issuance of 1,000,000 Common Shares in the capital of the Issuer at a deemed price of $0.03 per Common Share on before January 31, 2019 (completed);

- incurring US$75,000 in exploration expenses on or before September 1, 2019 (completed); and
- incurring an additional US$75,000 in exploration expenses on or before June 30, 2020 (outstanding).

Notwithstadning the above, in the event that the required exploration expenses are not incurred when due, the Issuer may pay any remaining amount in cash to Kokanee Placer in lieu of incurring such exploration expenses.

(b) The Issuer may acquire an additional 20% interest in the Nevada Project any time prior to November 5, 2022 for further payments to Kokanee Placer in cash CDN$1,000,000 for each additional 5% interest in the Nevada Project for up to CDN$4,000,000.

In addition, the Issuer shall pay all fees payable in connection with the Nevada Project including an annual claim maintenance fee of US$2,660 payable to the State of Nevada.

Nevada Project

The Issuer's sole material property is the Nevada Project.

The Issuer retained the Author to prepare the technical report on the Nevada Project. The Author is a Qualified Person. The Technical Report entitled "Report on the Bonnie Claire Highway 95 Property, Beatty Area, Nevada USA" dated September 4, 2019 is the source of all of the technical disclosure contained herein relating to the Nevada Project.

The Technical Report is available for inspection upon request to the Issuer at its registered and records office located at Suite 1780, 400 Burrard Street, Vancouver, B.C. V6C 3A6, or by telephone at 604-688-6775. The following is a summary derived from information detailed in the Technical Report except where noted. The full Technical Report is available under the Issuer's profile on SEDAR at www.sedar.com.

Property Description, Location and Access

The Nevada Project is located in western Nevada, north of the town of Beatty, Nevada and comprises of 19 lode claims representing an aggregate area of land covering approximately 1.2 square miles (3.2 square km).

The Nevada Project is situated astride to the southwest of Interstate Highway 95 in western Nevada, United States of America, approximately 30 kilometres northwest of the town of Beatty in Nye County. A central point in the property is located at UTM coordinates 511350m East and 4110400 m North (WGS84 Datum, UTM Zone 11M) or Latitude 37° 08' 23.06" S and Longitude 116° 52' 19.9" W.

Access to the Nevada Project is facilitated by the passage of Interstate Highway 95 passing by the north east corner of the claims approximately 30 kilometres from northwest from the regional centre of Beatty. There is no difficulty accessing the area of the Nevada Project with four-wheel drive truck. See Figure 1 below.

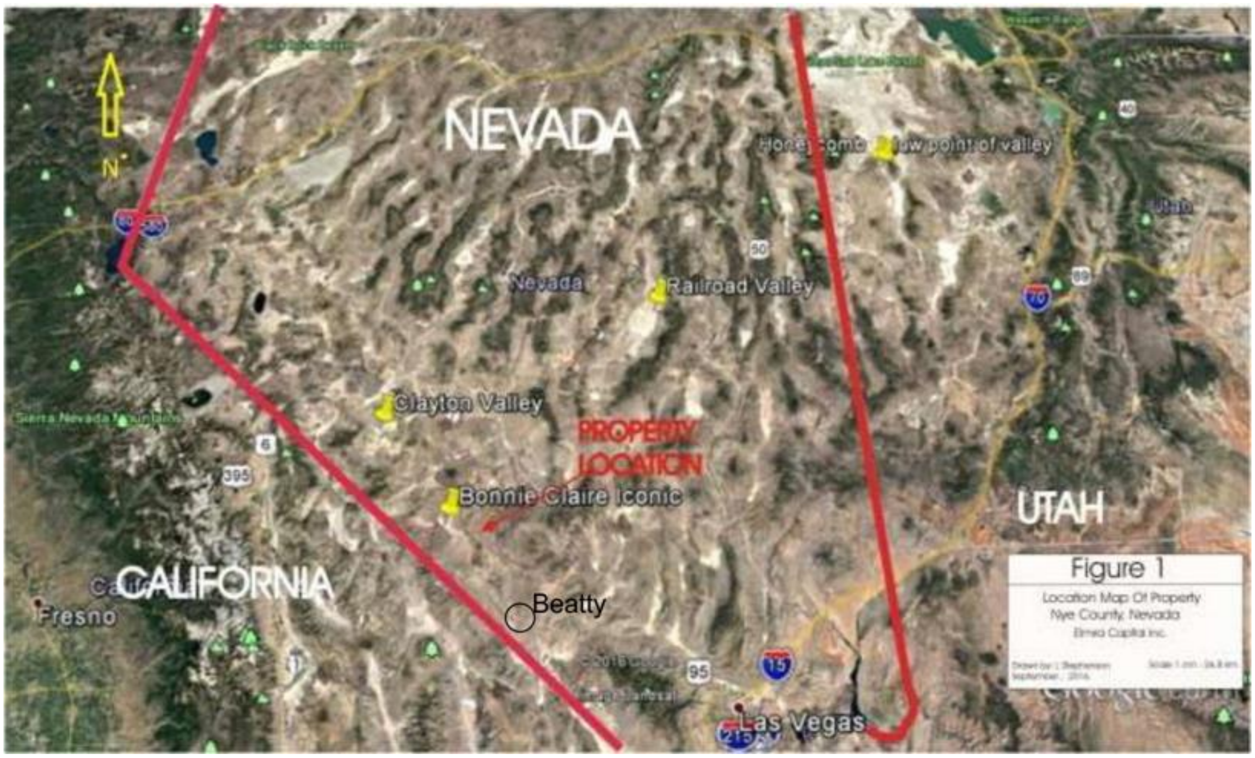


Figure 1: Location Map of Nevada Project, Nye County, Nevada

The Nevada Project is held under 19 exploration licenses by Kokanee Placer. The Nevada explorations licenses were issued by the U.S. Department of the Interior Bureau of Land Management on December 4, 2018. See Figure 2 below.

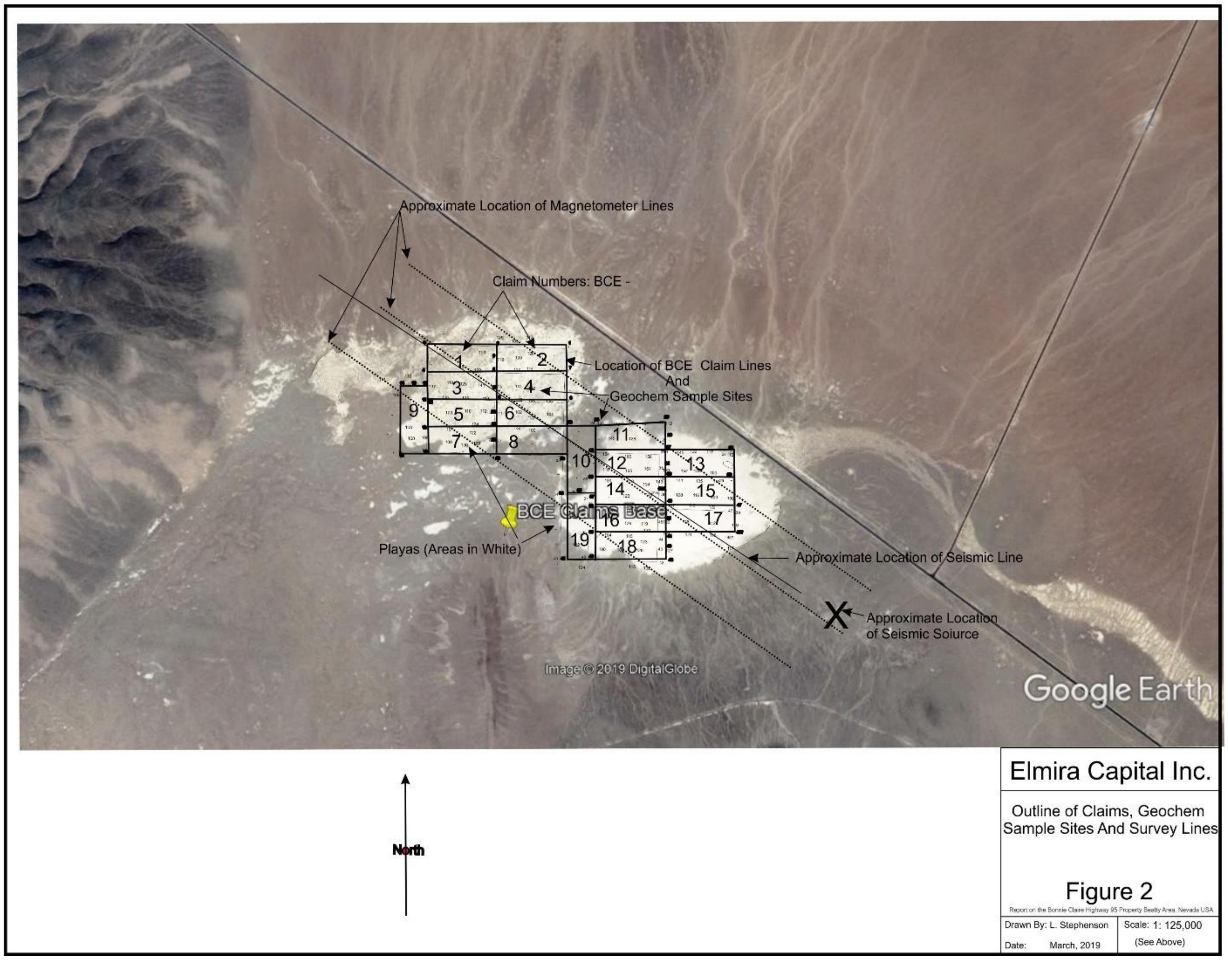


Figure 2: Nevada Project Exploration Licenses

A lode claim grants exclusive exploration rights over an area not exceeding 20 acres for a period of one year with annual renewal fees due by noon on the 1st of September of each year. The Issuer has paid the applicable renewal fee for the exploration year commencing September 1, 2019.

Surface rights are not part of a placer claim and agreement should be made with the lawful occupiers of land. Surface rights in respect of the Nevada Project are currently held by the Bureau of Land Management. The Issuer has not commenced negotiations with the surface right owners. There are no known environmental liabilities to which the Properties are subject.

Permits must be acquired to conduct advanced exploration work for the Nevada Project. No permits will be required to complete Phase I of the proposed exploration program.

The Author is unaware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Nevada Project.

History of the Nevada Project

Nevada has been a major mining area since the 19th century and is one of the major producers of lithium brines for lithium extraction in the world. The Clayton Valley area has been in production since the 1960s processing the brines from the underlying aquifers of the valley. With the expansion of the lithium market in recent years there has been an increase of interest in assessing the lithium potential of the internal basin drainage of the Great Basin region.

There is no known exploration or history of the area of the Nevada Project for lithium brines. There is no known previous ownership of the property.

Mineral exploration in the area has been focused on precious and base metals in the surrounding lode areas.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Nevada Project is accessed from the Interstate Highway 95, which passes by the north east corner of the claims. The claims are approximately 30 kilometers northwest of the regional centre of Beatty (Figure 1). The Author had no difficulty accessing the area of the property with a 4-wheel drive truck.

Topography in the area is typical of the basin and range area of Nevada with flat basins represented by salt flats at approximately 1200 meters and rising to approximately 1300 metres to the west (Coba Mountain) to over 1450 metres to the southeast (Springdale Mountain). The land is an open scrub desert and a flat-bottomed salt basin and is within the western Great Basin interior region of Nevada. There is a mix of scrub desert species throughout the internal drainage basin area and most of the property is salt flat with little vegetation and which fills with water during the winter months.

The area of the Nevada Project is hot in the summer, with average temperatures of 20-35°C, and cool in the winter with average daily lows of -5°C to 10°C during the night with less than 10 mm of rain per year.

In Nevada, mining is a major part of the economy and mining and exploration personnel are available.

The area of the Nevada Project is sufficient in terms of area and topographic relief for a processing plant site. The area lies adjacent a major highway, power lines, and regional towns that service the mining industry. Year-round exploration is possible.

Geological Setting and Mineralization

<u>Regional Geological Setting</u>

Basin and range faulting initiated approximately 16 million years ago which resulted in several enclosed basins in Nevada. Before and during this faulting, caldera related volcanism deposited large volumes of quartz-rich tuffs and ash flows containing anomalous amounts of lithium. In the last 5 million years, there was a transition from humid to arid conditions in western Nevada, drying up Lakes and forming several enclosed basins. Over thousands of years of erosion and deposition in these basins' brines formed in permeable host rocks and were then buried. Some of these brines are rich in lithium.

See Figure 3 on the next page of this Prospectus.

<u>Local Geology</u>

The Nevada Project covers a main salt flat playa basin adjacent to the Bonnie Claire Valley which has reported lithium in the deposited clays and silts derived from the adjacent tertiary volcanics of the surrounding mountains.

No outcrops are located in the basin or on the Nevada Project and the playa sediments conform to the expected sediments that are the weathered detritus of the region. The Nevada Project is entirely covered by alluvium related to the adjacent hills and drainages. The main Playa is flat and consists of fine silt size sediments. Some boulders are present around the edge of the playa reflect the geology of the surrounding mountains.

No other information on these playas is available but this playa conforms to the model that would be conducive to development of brines that could contain lithium.

Geology Legend

	Geologic Unit	Approx. Age (ma)	Description of Unit
Quaternary Units Qb			
	Qby Younger Quaternary basalt	0.35	Isolated cinder cones, lava flows, and feeder dikes on the flank of Sleeping Butte composed of trachybasalt and basalt
Younger Tertiary Units Tb			
	Tyb Thirsty Canyon and younger basalts	9.9-7.4	Widespread basalts spatially and temporally bracketing Thirsty Canyon Group peralkaline caldera volcanism
Belted Range Group Tb		13.7-13.5	Lavas and related tuff erupted and Peralkaline welded ash-flow tuff
Volcanics of Quartz Mountain Tq			
	Tqh Middle rhyolite of Quartz Mountain		Calc-alkaline rhyolite to dacite lava flows, small dome intrusions, and related tephra intercalated with compositionally similar bedded tuffs and local sedimentary rocks
Volcanics of Quartz Mountain Tq			
	Tqh Middle rhyolite of Quartz Mountain		Calc-alkaline rhyolite to dacite lava flows, small dome intrusions, and related tephra intercalated with compositionally similar bedded tuffs and local sedimentary rocks
Timber Mountain Group Tm			
	Tma Ammonia Tanks Tuff	11.45	Widespread metaluminous, welded ash-flow tuff; resurgently domed to form Timber Mountain.
	Tmr Rainier Mesa Tuff	11.6	Voluminous and widespread, metaluminous, welded ash-flow tuff

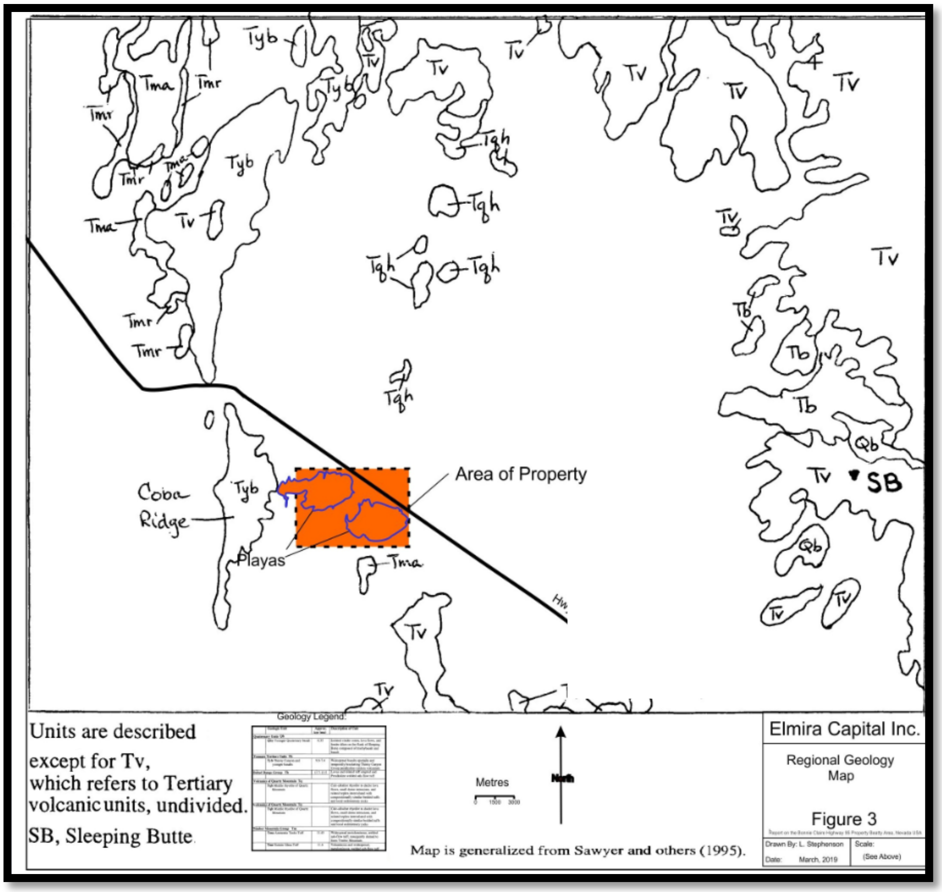


Figure 3: Regional Geology Map

Mineralization

Lithium mineralization has been identified on the Nevada Project in the playa sediments and the adjacent mountains are reported to have lithium values that feeding drainages have been eroding.

Analysis of the playa sediments has been indicated values consistently in the 150 ppm range.

The adjacent Bonnie Claire lithium brine property is contained within a valley that is 60kms from the only producing lithium mine in North America (Albermarle Silver Peak Mine). Streams from a +800 mi2 (2,070 km2) drainage basin drain the source rocks that are quartz-rich volcanics that contain anomalous amounts of lithium. Sampling of salt flats within that basin, have found lithium values in salt samples yielding up to 340 ppm and initial estimates are the depth to bedrock ranges from 1,500 to 2,000 feet (460-610 m). See Figure 4 on the next page of this Prospectus.

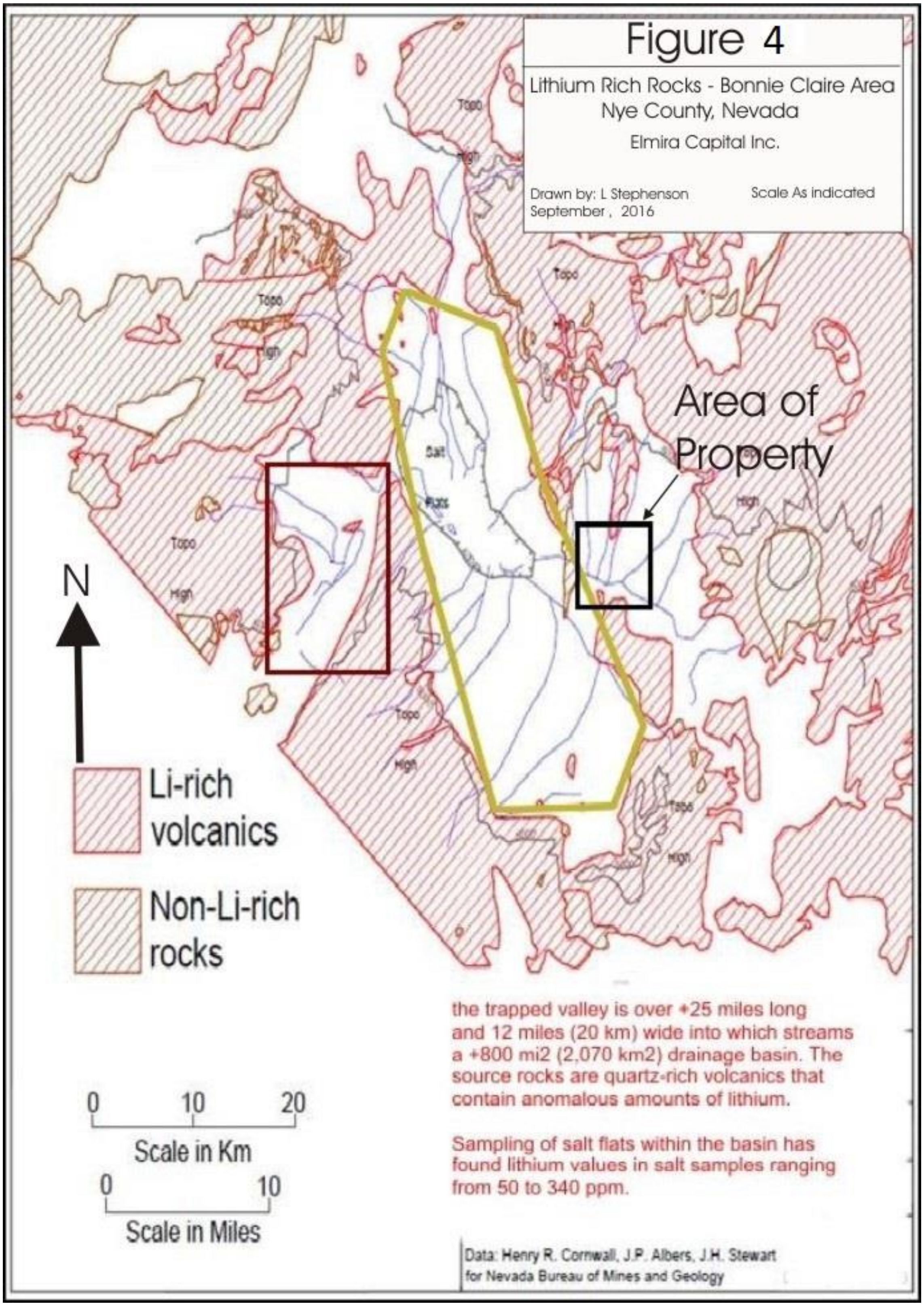


Figure 4: Nevada Project – Lithium Rick Rocks

Deposit Types

Lithium is known to occur in potentially economic concentrations in three types of deposits: pegmatites, continental brines and clays. Currently and on a global scale, the continental brines are the most important of these resources (Gruber et al., 2012). Lithium pegmatites are coarse-grained igneous rocks that concentrate lithium at a late stage in cooling alkaline magmas. They range from simple to complex in terms of mineralogy, structure and provenance. The primary mined lithium mineral is spodumene because of its high Li content and abundance in Li-pegmatites. The most prominent examples are the simple spodumene pegmatites near Kings Mountain, North Carolina, US (inactive) and complex spodumene pegmatites at Bernic Lake, Manitoba, (inactive) Canada and Greenbushes, Australia. Other minable pegmatite-sourced Li-minerals include petalite, amblygonite and lepidolite.

Lithium clays, primarily hectorite and polylithionate, are associated with weathered volcanic deposits such as Western Lithium Corporation's Kings Valley deposits in northwest Nevada, US, and Bacanora Minerals' La Ventana deposit in Sonora, Mexico. Lithium extraction from clays, however, is unproven at this time.

Continental brines are the primary source of lithium products worldwide. Bradley, et al. (2013) noted that "all producing lithium brine deposits share a number of first-order characteristics: (1) arid climate; (2) closed basin containing a playa or salar; (3) tectonically driven subsidence; (4) associated igneous or geothermal activity; (5) suitable lithium source-rocks; (6) one or more adequate aquifers; and (7) sufficient time to concentrate a brine. See Figure 5 below. The Li atom does not readily form evaporite minerals, remains in solution and concentrates to high levels, reaching 4,000 ppm at Salar de Atacama (Bradley et al. 2013). Large deposits are mined in the Salar de Atacama, Chile (SQM and Albemarle), Salar de Hombre Muerto, Argentina (FMC) and Clayton Valley, Nevada (Albemarle), the only North American producer.

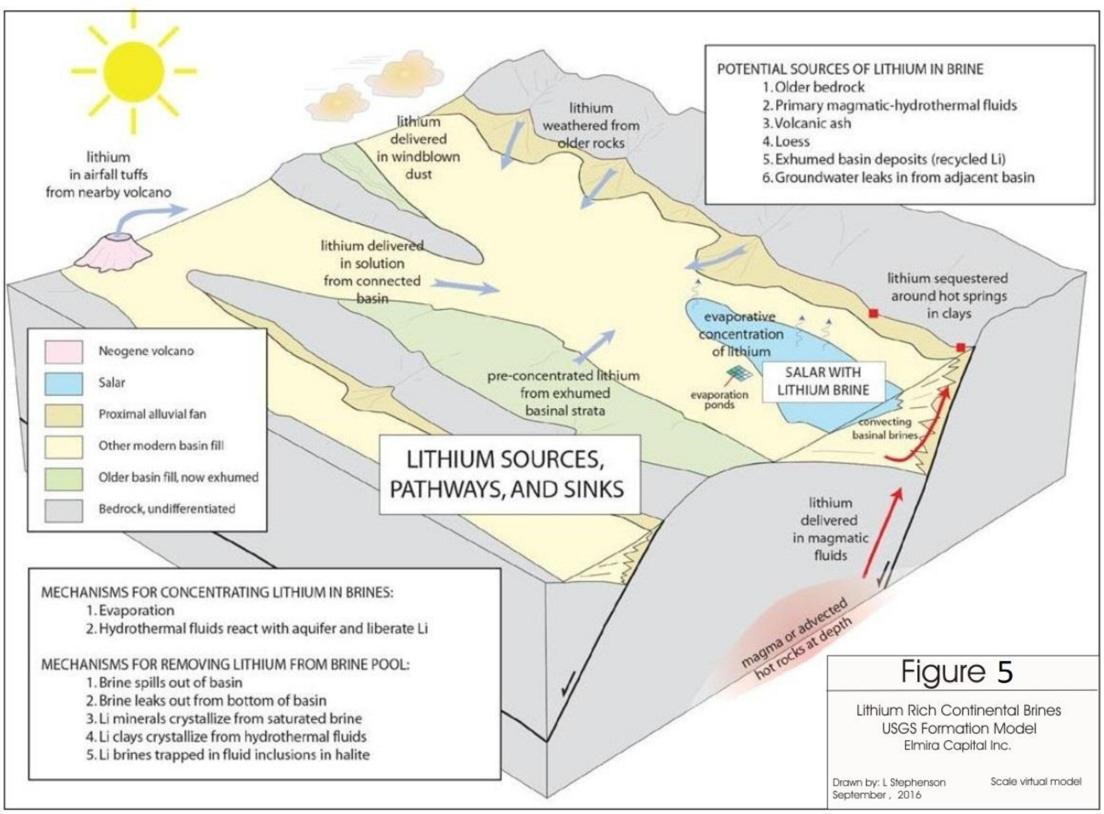


Figure 5: Lithium Rich Continental Brines

Exploration

Exploration done by the Issuer to date on the Nevada Project consists of sampling the playa and geological mapping of the surrounding mountains. The Issuer has acquired United States Geological Survey (USGS) geophysical data and analyzed it with respects to the property. As well the Issuer did some magnetic test lines across the playa and tested the aspect of the potential to use hammer seismic to map the sub surface of the dry lake bed.

Geological Mapping

Geological mapping of the claims outlined that there is no outcrop in the "playa" (dry lake bed) as expected. The exploration target is a lithium brine and which will be found in the solutions located in the "deep" basins in this part of the Western U.S. basin and range geological province. The source rock of the lithium has been suggested to be the recent (tertiary age) volcanic tuffs and flows associated with this region.

Geological mapping consisted of several days in the area confirming that most of the outcropping tertiary volcanics that would be the source rocks for the sediments and "brine" were indeed tertiary volcanic derivatives as mapped by the USGS and the Nevada Bureau of Mines and Geology (NBMG). This confirmatory mapping does not confirm that any brines within the boundaries of the claims has lithium but it does confirm that reported source rocks are of the right type especially when compared to the area around the known Brine "mining" operation (located about 90 kms to the northwest).

The geology underlying the property as projected from the surrounding hills to be tertiary volcanic (specifically the Ammonia Tanks Rhyolite). This unit is reported to be a densely welded shard tuff and up to 300 m thick throughout the area including the claims (Fridrich, Minor and Mankinen 1999). Inspection of the outcrops on the ridges indicated they were all volcanic and that those to the east that could be most representative of the Ammonia Tank rhyolite were indeed rhyolite tuffs (petrographic work to determine the exact nature of the rocks was not undertaken).

The geology of the claims is typical dry lakebed sediments. These sediments are gray white and silt size. They are compacted and of indeterminate depth (Typical Basin depth in the Basin and Range Province is up to 3,000-4,000 metres).

These tertiary volcanics are reported by the NBMG to be lithium rich which allows the postulation of the theory they could be the source for the lithium brine (Cornwall, Albers and Stewart). It is a positive factor in the evaluation of the property but is not conclusive that Lithium brines exist on the property. No analysis of the surrounding outcrops was conducted as the USGS and NBMG report was felt to be sufficiently accurate.

<u>Geophysical Surveying – Magnetics</u>

Three lines of magnetometer surveying were conducted over the property by the Issuer personnel. As well, the regional magnetic data recorded by the NBMG and USGS was reviewed by Syd Visser, a geophysicist, and by the Author. Magnetometer stations were every 100 m with additional stations when an anomalous reading (none were encountered) was recorded.

Since it is assumed that most of the basin is sediment derived from the surrounding hills, magnetic features could be a reflection of a deeper anomaly source. However, some features could assist in understanding the nature of the property's basin sediments.

Results from the three test lines showed very little variation in the magnetic signature across the property. This suggests that magnetics will not be an asset to the evaluation of the property.

The evaluation of the regional magnetics, however suggest that the property is part of a low magnetic signature that is associated with the valley (basin) that trends north from the property. Of note is the drainages parallel this trend draining the magnetic high associated with the Toucha Peak volcanics which are north-northeast of the property.

It is interpreted that the higher magnetics are associated with the proximity of outcrop to surface or as exposed outcrop. The magnetics to the east of the property are accompanying obvious outcrops of volcanics. The noted drainages into the playa of the property also drain this region. See Figure 6 on the next page of this Prospectus. As noted above in Figure 4 all these volcanics are reportedly Lithium rich.

Although no specific magnetic features can be identified from the regional magnetic survey that would assist the exploration of the property, the positive association and closure of the basin system draining into the playa of the property, as suggested by the magnetics represents a confirming that the playa of the property is an enclosed separate basin being fed by internal closed system drainage which is conducive to developing Lithium brines.

Geophysical Surveying – Seismic

The opportunity arose to try a test line of seismic across the property to see if it would be of use in the interpreting the underlying alluvium in future exploration. A test line using a "thumper" Truck system was done across the property in an east west pattern.

The results were not formally rendered as this was only a test line. Seismic testing has been used by other Lithium exploration companies to attempt to identify the stratification of the basin alluvium and potential lithium brine horizons. Although more definitive of the alluvium bedrock contact, there are layers in the alluvium representing changes in the depositional climate for the basin during its emplacement.

Induced Polarization (IP) and Resisted (R) Surveying has also been used to try and identify this layering and the water tables, with marginal interpretation significance to date.

Although indeterminate without drill data, the test survey suggests that layering can be identified. However some provisos should be added: identifying the layers might not assist in identifying any lithium brines although it might assist in identifying lithium rich layers (identified by drilling); the alluvium depositional environment can be quite erratic and the difference between the clay layers and clay and gravel layer which dominate the basin alluvium; and finally the presence of the Interstate Highway 95, with its significant traffic noise could contaminate the results.

All these provisos could be mitigated but the proposed drilling of the prospect will likely be more productive in the initial stages.

GeoChemical Sampling and Survey

Grid Geochem sampling of the playa was completed and over 120 samples were taken to cover the entire dry lake bed and beyond. Samples were taken a minimum of 10 cm depth, visual observations were recorded and the samples were placed in a brown kraft paper soil sample bag, marked and the position recorded on GPS coordinates. Samples were then sealed in plastic bags and transported to Bureau Veritas Laboratory in Vancouver, Canada for analysis. See Figure 8 for sample results for lithium.

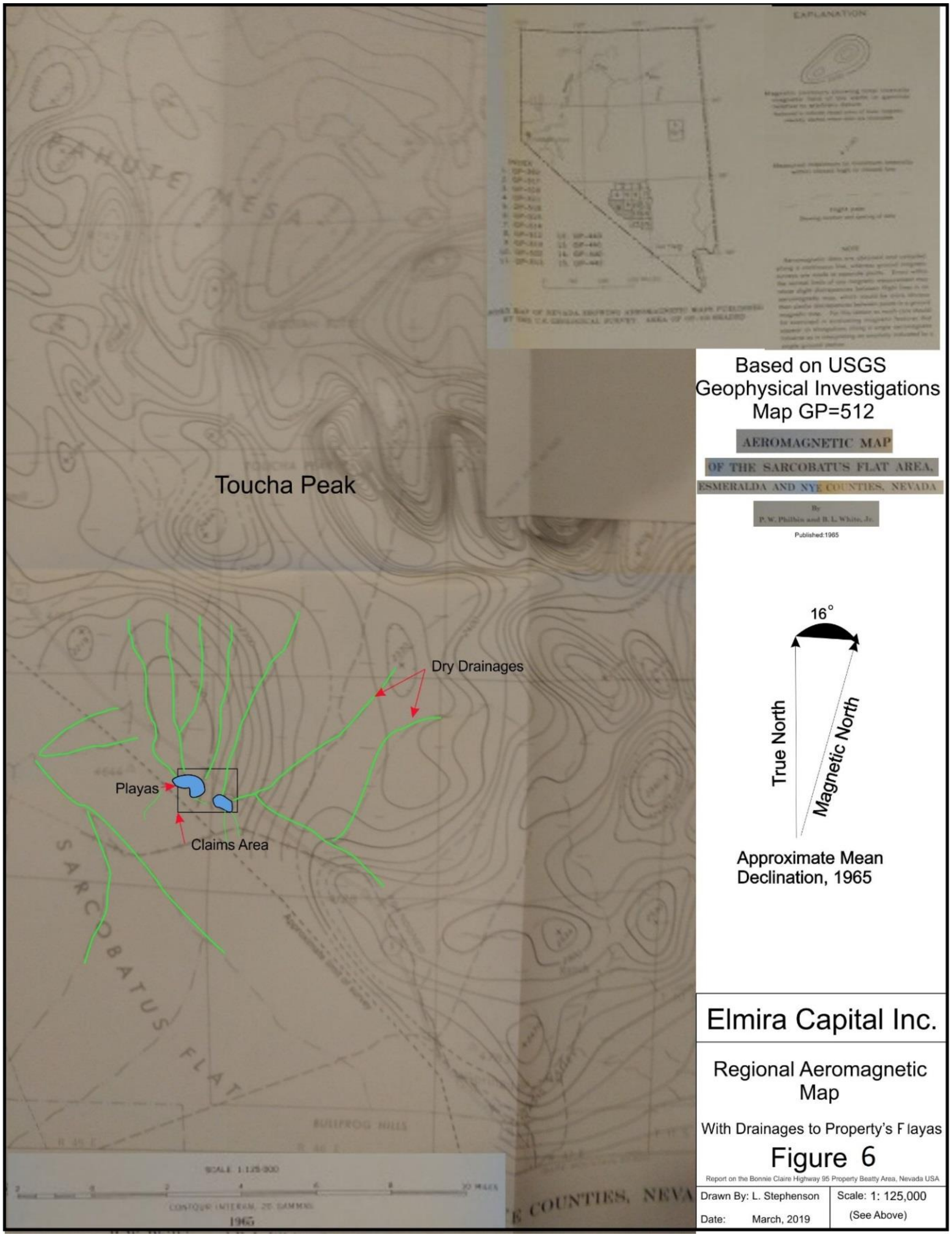
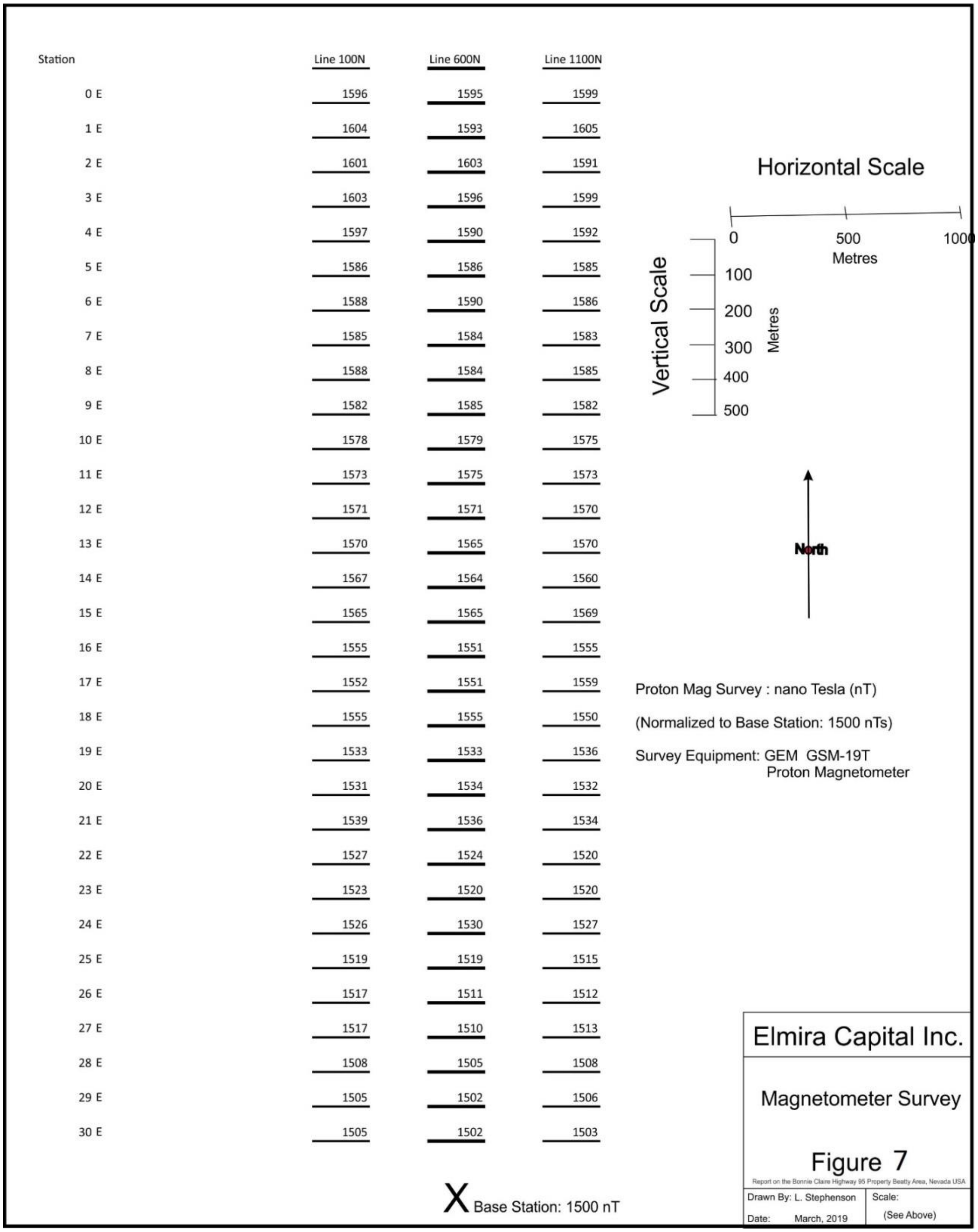


Figure 6: Regional Aeromagnetic Map



Station	Line 100N	Line 600N	Line 1100N
0 E	1596	1595	1599
1 E	1604	1593	1605
2 E	1601	1603	1591
3 E	1603	1596	1599
4 E	1597	1590	1592
5 E	1586	1586	1585
6 E	1588	1590	1586
7 E	1585	1584	1583
8 E	1588	1584	1585
9 E	1582	1585	1582
10 E	1578	1579	1575
11 E	1573	1575	1573
12 E	1571	1571	1570
13 E	1570	1565	1570
14 E	1567	1564	1560
15 E	1565	1565	1569
16 E	1555	1551	1555
17 E	1552	1551	1559
18 E	1555	1555	1550
19 E	1533	1533	1536
20 E	1531	1534	1532
21 E	1539	1536	1534
22 E	1527	1524	1520
23 E	1523	1520	1520
24 E	1526	1530	1527
25 E	1519	1519	1515
26 E	1517	1511	1512
27 E	1517	1510	1513
28 E	1508	1505	1508
29 E	1505	1502	1506
30 E	1505	1502	1503

Figure 7: Magnetometer Survey

In general, any value over 50 ppm lithium could be considered anomalous. The 100-ppm cut off was used to better define the results. The playa shows anomalous lithium values in the dry lake sediments with the lower values associated with areas that border the flat dry lake bed. The consistent association of lithium values with the flat lowest part of the playa confirms that the sediments and any related brines are carrying lithium. It is not felt that an exploration target can be guided by the Geochem results as the fluid brines that would be targeted are not necessarily reflected in the surface sedimentary signature.

The Geochem survey confirms the presence of lithium solutions entering the basin. See Figure 8 below.

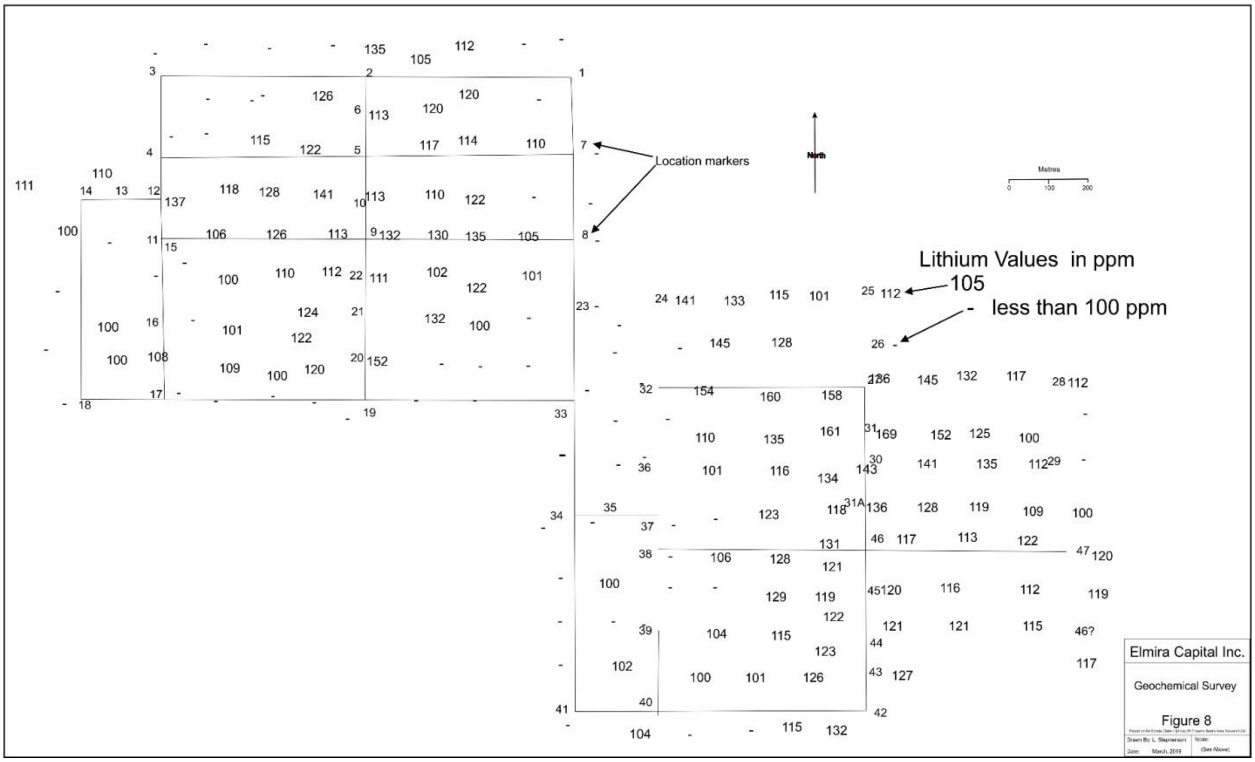


Figure 8: Geochemical Survey

Drilling

No drilling has been completed to date on the Nevada Project.

Sample Preparation, Analyses and Security

Samples were collected by personnel under the supervision of a qualified geologist. The samples were taken from the dry salt flat (playa) in a systematic and grid pattern located by GPS co-ordinates from 10 - 15 cm depth and placed in a brown kraft paper soil sample bag and transported in a plastic sample bag to Bureau Veritas Commodities Canada Ltd. in Vancouver. A sample tag was included in the bag identifying the sample number and that number was recorded with the GPS station.

Veritas then dried at 60C sieved 100g to -80 mesh dissolved in an Aqua Regia digestion completed an ICP-ES analysis for multiple elements and an Acid digestion for ICP-ES analysis (lithium).

Data Verification

All data for the Nevada Project, for the geological mapping, soil geochemist and sampling has been completed and supervised by qualified geologists and technicians.

As this is the initial work on the property, it is expected that the recommended exploration program will expand the data base for the region.

The Author took three playa samples from the property which has verified the presence of lithium values in the playa that reflect that found by the exploration program.

Mineral Processing and Metallurgical Testing

No metallurgical testing has been completed.

Mineral Resource Estimates

No mineral resource estimate has been made for the potential playa described in this Prospectus.

Recommended Work Program - Cost Summary

It is recommended that the potential of the area of the Nevada Project be delineated by deeper geochemical sampling, geophysics and augur drilling. A Phase I program of US$120,000 is recommended with a dependent Phase II program of $300,000 for deeper drilling and downhole follow up, for a total of US$420,000 exploration expenditure to evaluate the property's potential. Phase II is dependent on the success of Phase I.

Phase I Budget	**US$**	**CDN$**(1)
1. Staff, Vehicles, Accommodations, supervision etc.	10,000	13,214.00
2. Field costs, including food, fuel, supplies, casual labour, repairs etc. (Trenching & Pitting)	15,000	19,821.00
3. Geochem Analysis	10,000	13,214.00
4. Equipment augur sampling to be complete	75,000	99,105.00
5. Contingency additional analysis of results	10,000	13,214.00
TOTAL PHASE I	**120,000**	

(1) Calculated as per the exchange rate from the Bank of Canada as at November 18, 2019 at the rate of US$1.00 = CDN$1.3214

Phase II Budget (contingent upon favourable results from Phase 1)	**US$**	**CDN$**(1)
1. Staff, Vehicles, Accommodations, supervision etc.	35,000	46,249
2. Field costs, including food, fuel, supplies, casual labor, repairs etc. (geochem sampling)	30,000	39,642
3. Drilling 15000 metres	200,000	261,280
4. Contingency additional test pitting analysis of results	35,000	46,249
TOTAL PHASE II	**300,000**	**396,420**
TOTAL PHASE I & II	**420,000**	**554,998**

(1) Calculated as per the exchange rate from the Bank of Canada as at November 18, 2019 at the rate of US$1.00 = CDN$1.3214

USE OF PROCEEDS

Proceeds

Funds Available

As of October 31, 2019, the Issuer had working capital of $54,606.

	(CDN$)
Gross Proceeds	$500,000
Less: Agent's Commission	($50,000)
Proceeds to the Issuer	$450,000
Less: Balance of Agent's corporate finance fees	($11,812)
Less: Estimated legal, accounting, administrative and regulatory fees and disbursements related to the Offering	($70,000)
Net Proceeds	**$368,188**
Working capital as at October 31, 2019	**$54,606**
Funds Available	**$422,794**

Principal Purposes

This is an offering Prospectus.

Use of Available Funds	**(CDN$)**
Nevada Project expenditure costs – Phase I(1)	$(158,568)
Kokanee Placer Option Agreement option payment(2)	$(99,105)
Bureau of Land Management Fees(3)	($3,515)
General and Administrative Expenses (12 months)	($155,000)
Unallocated Working capital	**$6,606**
Total	**$422,794**

Notes:

The following amounts denominated in US currency were converted into CDN currency amounts at the rate from the Bank of Canada as at November 18, 2019 at the rate of US$1.00 = CDN$1.3214:

(1) Nevada Project Phase 1 expenditure costs = US$120,000.
(2) Kokanee Placer Option Agreement option payment = US$75,000.
(3) Bureau of Land Management fees = US$2,660 ($140.00 x 19 claims)

The Issuer has negative cash flow from operating activities in its most recently completed financial year.

Further financing is required to fund the future Phase II work program on the Nevada Project and raising the additional financing required is not guaranteed.

Business Objectives and Milestones

The main business objectives of the Issuer, a junior issuer, are to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on the Nevada Project or any of the subsequent properties to be acquired by the Issuer for the development of a mine or for the sale of the deposit or the Issuer to a senior mining company.

The Issuer's primary objectives over the next 12 months are as follows:

- complete the recommended Phase I work program set in the Technical Report; and
- if results warrant and subject to obtaining financing, complete the recommended Phase II work program set in the Technical Report.

The Issuer anticipates that the estimated time periods when the business objectives will be achieved are as follows:

Financial quarter	**Business objectives expected to be achieved**
2019 Q4	Prepare to commence operations on the Phase I work program following listing of the Common Shares on the Exchange.
2020 Q1	Commence operations and start to review results.
2020 Q2	Complete initial review and plan further exploration including selecting additional sites and commencing exploration of such sites.
2020 Q3	Complete exploration and analyse the results. The Issuer intends to create a report to prepare for continued exploration.

With respect to the Nevada Project, the Issuer's business objective is to conduct exploration programs and to compile the information obtained in an effort to define the mineral potential of the Nevada Project. The Issuer may from time to time consider other property acquisition opportunities in the resource sector or acquire any other projects that will bring value to shareholders wherever they may arise.

Financing is required to fund the future Phase II work program and raising the additional financing is not guaranteed.

Management's intention is to proceed with the recommended exploration as soon as practically possible once the Offering is completed. It is possible that some portions of the net proceeds allocated for such work programs will be devoted to other acquisition, development or exploration opportunities identified by the Issuer from time to time.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Issuer. Accordingly, the Issuer may abandon in whole or in part any of its property interests or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Issuer, although the Issuer has no present plans in this respect. Subscribers pursuant to the Prospectus must rely on the experience, good faith and expertise of management of the Issuer with respect to future acquisitions and activities.

A summary of the estimated annual general and administrative costs for the 12 months following listing of the Issuer's Common Shares on the Exchange is as follows:

Item	**Amount**
Professional fees (legal and accounting)	$30,000
Consulting fees (Management and Administration)	$63,000
Corporate and Common Shareholder Communications	$12,000
Office Rent	$12,000
Stationary, postage, travel & accommodations	$16,000
Entertainment	$10,000
Transfer agent fees	$12,000
Bureau of Land Management Fees	$3483
Estimated 12 month general and administrative expenses	**$155,000**

DIVIDENDS OR DISTRIBUTIONS

The Issuer has not paid out any dividends or distributions and does not have a policy regarding dividends or distributions. The Issuer does not face any restrictions which would prevent it from paying dividends.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management discussion and analysis (MD&A) provides information on the activities of the Issuer for the years ended August 31, 2017, August 31, 2018 and the nine months ended May 31, 2019 and May 31, 2018, and should be read in conjunction with the audited financial statements for August 31, 2017 and August 31, 2018 and the unaudited financial statements for the nine month period ended May 31, 2019 and May 31, 2018, respectively. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are expressed in Canadian dollars unless otherwise indicated. See "List of Exemptions from Instrument."

Readers are cautioned that management's discussion and analysis contains "forward-looking statements". Forward-looking statements reflect the Issuer's current views with respect to future events are based on information currently available to the Issuer and are subject to certain risks, uncertainties, and assumptions. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain, required governmental approvals or financing, as well as other factors discussed under "Risks and Uncertainties". Although the Issuer has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Issuer has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Issuer's anticipated costs and expenditures and its ability to achieve its goals. Even though the Issuer's management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements statement or information will prove to be accurate. Forward-looking statements contained in this MD&A are made as of the date of this Prospectus. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Issuer will update forward-looking statements in its management discussion and analysis as required by applicable law.

Overall Performance/Significant Events

The Issuer is a junior mineral exploration entity without any operating segments. It has one project in the State of Nevada, United States that is based on lithium which is a worldwide saleable commodity subject to the normal variations in the global market. No extraordinary circumstances have or are expected to affect the Issuer's operations outside the normal risks inherent in the global economy. An upturn in the global demand could increase the cost of acquisition and exploration but it would also increase the potential and interest in acquisitions and developing prospects that would attract capital to the Issuer.

No extraordinary trends or risks have or will affect the Issuer's financial statements.

Subsequent to the period ended August 31, 2018, the Issuer:

a) approved the grant of Incentive Stock Options to its directors to purchase up to 700,000 Common Shares in the capital of the Issuer, exercisable at a price of $0.10 per Common Share on or before five years after listing its shares on the Exchange, vesting immediately on the listing date;

b) cancelled 100,000 Incentive Stock Options previously issued to a former director; and

c) issued 10,939,999 Common Shares for proceeds of $405,500 for multiple financings at $0.03; $0.05 and $0.10 per share.

Selected Annual Information

The following table provides a brief summary of the Issuer's financial operations for its two most recently completed financial years:

	Nine Months Ended May 31, 2019	Year Ended August 31, 2018	Year Ended August 31, 2017
	$	$	$
Total revenue	-	-	-

Loss and comprehensive loss	(92,953)	(63,000)	(151,701)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)
Total assets	378,750	-	-
Total long term liabilities	171,450	124,200	61,200

No revenues have been or are likely to be recorded in the past or near future. There were no significant variations outside of the normal course of business. No acquisitions or discontinued operations have occurred, been negotiated or are contemplated.

During the year ended August 31, 2017, the Issuer recorded a write-down of exploration and evaluation assets of $85,000.

Results of Operations

Revenues

Due to the Issuer's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Issuer currently does not have any revenues from its operations.

General and administrative expenses

For the nine months ended May 31, 2019 and 2018

The Issuer had a net loss of $92,953 for the nine months ended May 31, 2019, compared to $47,250 for the nine months ended May 31, 2018.

Expense details are as follows:

a) Consulting fees of $16,667 (2018 - $nil) – the increase is the result of the addition of new consultants during the current period.
b) Management fees of $47,250) (2018 - $47,250) – charged from a company controlled by a director and officer of the Issuer.
c) Professional fees of $19,514 (2018 - $nil) – the increase is the result of legal fees during the current period.
d) Common Share based payments of $7,654 (2018 - $nil) – the increase is the result of the fair value of stock options issued using the Black Scholes model.

For the year ended August 31, 2018 and 2017

The Issuer had a net loss of $63,000 for the year ended August 31, 2018, compared to $151,701 for the year ended August 31, 2017.

Expense details are as follows:

e) Accounting and audit fees of $Nil (2017 – $3,701) – The decrease is due to the inactivity of the Issuer in the current year.

f) Management fees of $63,000 (2017 - $63,000) – charged from a company controlled by a director and officer of the Issuer.

Summary of Quarterly Reports

	May 31, 2019	**February 28, 2019**	**November 30, 2018**	**August 31, 2018**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss for the period	(51,896)	(25,307)	(15,750)	(15,750)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	May 31, 2018	**February 28, 2018**	**November 30, 2017**	**August 31, 2017**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss for the period	(15,750)	(15,750)	(15,750)	104,451
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

No abnormal variations are present. Any variation is normal for a junior mineral exploration company at this stage of exploration and development.

Liquidity and Capital Resources

The Issuer will continue to require funds for exploration work on the Nevada claims, USA, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Issuer. The Issuer does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Issuer's capital resources have been limited. The Issuer relied upon the issue of equity securities to acquire interest in mineral properties acquisition payments and to pay operating expenses.

The Issuer had a working capital of $111,780 as at May 31, 2019 and a working capital deficiency of $18,701 as at August 31, 2018.

During the nine month period ended May 31, 2019, the Issuer issued 10,939,999 Common Shares for proceeds of $405,000 in multiple financings at $0.03; $0.05 and $0.10 per Common Share.

Liquidity Risk

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations as they come due *f)* Management fees of $63,000 (2017 - $63,000) – charged from a company controlled by a director and officer of the Issuer.

Summary of Quarterly Reports

	May 31, 2019	**February 28, 2019**	**November 30, 2018**	**August 31, 2018**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss for the period	(51,896)	(25,307)	(15,750)	(15,750)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	May 31, 2018	**February 28, 2018**	**November 30, 2017**	**August 31, 2017**
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss for the period	(15,750)	(15,750)	(15,750)	104,451
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

No abnormal variations are present. Any variation is normal for a junior mineral exploration company at this stage of exploration and development.

Liquidity and Capital Resources

The Issuer will continue to require funds for exploration work on the Nevada claims, USA, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Issuer. The Issuer does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Issuer's capital resources have been limited. The Issuer relied upon the issue of equity securities to acquire interest in mineral properties acquisition payments and to pay operating expenses.

The Issuer had a working capital of $111,780 as at May 31, 2019 and $18,701 as at August 31, 2018.

During the nine month period ended May 31, 2019, the Issuer issued 10,939,999 Common Shares for proceeds of $405,000 in multiple financings at $0.03; $0.05 and $0.10 per Common Share.

result

Liquidity Risk

Liquidity risk is the risk that the Issuer will not be able to meet its financial obligations as they come due or can do so only at excessive cost. The Issuer has significant financial liabilities outstanding including accounts payable and accrued liabilities and due to related parties. The Issuer is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities.

The Issuer's approach to managing liquidity is to ensure that it will always have sufficient cash to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Issuer's reputation. To the extent that the Issuer does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions. The Issuer manages its liquidity risk by continuously monitoring cash flow requirements relating to its anticipated exploration and evaluation activities as well as general overhead requirements.

Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Issuer's credit risk is primarily attributable to its cash balances. The Issuer manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada.

Off Balance Sheet Arrangements

As of the date of this Prospectus, the Issuer does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Issuer.

Transactions with Related Parties

During the period ended May 31, 2019 and 2018, the Issuer was involved in the following related party transactions:

a) Incurred management fees of $47,250 (2018 - $47,250) to a company controlled by a director and officer of the Issuer.
b) Incurred consulting fees of $8,334 (2018 - $Nil) to an officer of the Issuer.
c) Incurred consulting fees of $8,333 (2018 - $Nil) to a director of the Issuer.
d) As at May 31, 2019, there is $171,450 (August 31, 2018 – $124,200) due to a company controlled by a director of the Issuer.
e) As at May 31, 2019, there is $33,333 (August 31, 2018 - $nil) included in prepaid expenses to a director and officer of the Issuer for future consulting services.
f) During the period ended May 31, 2019, the Issuer granted stock options to its directors valued at $44,415 of which $7,654 was recognized during the period ended May 31, 2019.

During the periods ended May 31, 2019 and 2018, a company for which Mr. Farrage is the Chief Executive Officer agreed to postpone the payment due date of $171,450 (August 31, 2018 – $124,200) until that date which is 13 months from the date that the Issuer's Common Shares are listed and called for trading on the Canadian Securities Exchange. The amounts owing by the Issuer are non-interest bearing. Notwithstanding such postponement, the Issuer may pre-pay all or any part of the debt without penalty before such payment due date. The amounts have been classified as long term liabilities on the statements of financial position as at May 31, 2019 and 2018.

During the year ended August 31, 2018, the Issuer incurred $63,000 (2017 - $63,000) in management fees from a company controlled by a director of the Issuer.

As of August 31, 2018, there is $124,200 (2017 – $61,200) due to a company controlled by a director of the Issuer. These amounts are non-interest bearing.

During the years ended August 31, 2018 and 2017, a company for which Mr. Farrage is the Chief Executive Officer agreed to postpone the payment due date of $124,200 (2017 – $61,200) until that date which is 13 months from the date that the Issuer's Common Shares are listed and called for trading on the Exchange. The amounts owing by the Issuer are non-interest bearing. Notwithstanding such postponement, the Issuer may pre-pay all or any part of the debt without penalty before such payment due date. The amounts have been classified as long term liabilities on the statements of financial position as at August 31, 2018 and 2017.

Under a management agreement between the Issuer and Mr. Farrage dated September 1, 2016, the Issuer shall pay a monthly fee of $5,000 dollars plus GST. However, the fee will not be paid until Mr. Farrage determines, reasonably, that the Issuer can afford to pay or Mr. Farrage agrees to accept shares for some or all of the accruals.

Critical Accounting Estimates

The financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board and Interpretations issued by the International Financial Reporting Interpretations Committee.

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

Adoption of new and amended accounting standards

Please refer to the May 31, 2019 condensed interim financial statements included in this Prospectus.

Financial Instruments

Please refer to the May 31, 2019 condensed interim financial statements included in this Prospectus.

Additional Information

Additional information relating to the Issuer is on SEDAR at www.sedar.com.

Disclosure of Outstanding Security Data

As at the date of this Prospectus, the following securities are outstanding:

- Common Shares: 17,040,001
- Warrants: Nil
- Options: Nil.[1]

[1] Prior to the date hereof, the Issuer approved the grant of Incentive Stock Options to its directors to purchase up to 700,000 Common Shares in the capital of the Issuer, exercisable at a price of $0.10 per Common Share on or before five years after listing its Common Shares on the Exchange, vesting

immediately on the listing date. Subsequently, there was a cancellation of a 100,000 Incentive Stock Options granted to a previous director.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Share Capital

The authorized capital of the Issuer consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value.

Common Shares

As of the date of the Prospectus, 17,040,001 Common Shares were issued and outstanding as fully paid and non-assessable securities. Holders of Common Shares are entitled to one vote per Common Share upon all matters on which they have the right to vote. The Common Shares do not have pre-emptive rights and are not subject to redemption. Holders of the Common Shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefore. In the event of dissolution or winding up of the affairs of the Issuer, holders of the Common Shares are entitled to share rateably in all assets of the Issuer remaining after payment of all amounts due to creditors.

Preferred Common Shares

As of the date of this Prospectus, there are no preferred shares issued and outstanding. The preferred shares may include one or more series and, subject to the *Business Corporations Act*, the directors may, by resolution, if none of the shares of any particular series are issued, determine the maximum number of shares of that series that the Issuer is authorized to issue, determine that there is no such maximum number, or alter any such determination; create an identifying name for the shares of that series, or alter any such identifying name; and attach special rights or restrictions to the shares of that series, or alter any such special rights or restrictions.

Warrants

As of the date of the Prospectus, there are no share purchase warrants issued and outstanding.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share capital of the Issuer as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Issuer's audited financial statements for the fiscal year ended August 31, 2018.

	As at August 31, 2018	As at May 31, 2019 and the date of the Prospectus(1)
Common Shares	5,100,002	17,040,001
Debt	Nil	Nil

(1) Does not include any Common Shares issuable upon the exercise of share purchase warrants included in the Agent's Compensation Options which are to be granted effective the Listing Date, upon the exercise of any Warrants which are to be granted effective the Listing Date or upon the exercise of any Incentive Stock Options.

Fully Diluted Common Share Capitalization

Common Shares	Amount of Securities	Percentage of Total (%)

Issued and outstanding as at the date of this prospectus	17,040,001	60.55
Common Shares sold under the Offering as part of the Units	5,000,000	17.77
Warrants sold under the Offering as part of the Units	5,000,000	17.77
Compensation Options (assuming no subscribers from the President's List)	500,000	1.78
Common Shares reserved for issuance upon exercise of the Incentive Stock Options	600,000	2.13
Total Fully Diluted Common Share Capitalization after the Listing	28,140,001	100

OPTIONS TO PURCHASE SECURITIES

There are no outstanding Incentive Stock Options. Upon the completion of the Offering and the listing of the Issuer's Common Shares on the Exchange, and pursuant to each individual's stock option agreement, the Issuer will be deemed to have granted non-transferable Incentive Stock Options to purchase 600,000 Common Shares at $0.10 per Common Share to officers, directors and consultants of the Issuer for a 5 year term commencing on the date of listing of the Issuer's Common Shares on the Exchange. The Incentive Stock Options will be granted as follows:

Souhail Abi-Farrage – 300,000 Incentive Stock Options
Leonard Vern Senft – 100,000 Incentive Stock Options
Paul Smith – 100,000 Incentive Stock Options
Abbey Abdiye – 100,000 Incentive Stock Options

The following is a summary of the material terms of the Issuer's Stock Option Plan:

(a) directors, officers, employees, consultants and related persons of the Issuer, or persons engaged in investor relations activities on behalf of the Issuer are eligible to receive grants of options under the Stock Option Plan;

(b) the maximum number of Common Shares reserved for issuance upon exercise of options granted pursuant to the provisions of the Stock Option Plan at any time shall not exceed 10% of the issued and outstanding Common Shares of the Issuer at the relevant time less any Common Shares required to be reserved with respect to any other options granted prior to the adoption and implementation of the Stock Option Plan;

(c) the exercise price of any options granted is determined by the Board of Directors in its sole discretion as of the date the Board of Directors grants the options, and shall not be less than the greater of the closing market prices of the Issuer's Common Shares traded through the facilities of any stock exchange or exchanges or other trading facility or system on which the Common Shares of the Issuer may be listed or traded on (a) the trading day immediately prior to the date of the grant, and (b) the date of the grant, less any discount permitted by such exchange, trading facility or system;

(d) options granted under the Stock Option Plan are non-assignable and non-transferable and exercisable for a period of up to five (5) years;

(e) an optionee's options expire no later than one (1) day following the date of the termination of optionee's employment or engagement by the Issuer, or no later than thirty (30) days if the optionee was engaged in investor relations activities; and

(f) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's heirs, executors, administrators or other legal representatives lawful personal representatives, heirs or executors for a period of one year following the date of death of the optionee.

Under the Stock Option Plan, the number of Common Shares which may be reserved for issue: (i) to any one individual in any twelve (12) month period shall not exceed 5% of the issued and outstanding Common Shares calculated at the date the option was granted; and (ii) to any one consultant in a twelve (12) month period shall not exceed 2% of the issued and outstanding Common Shares calculated at the date the option was granted all persons who undertake investor relations activities.

PRIOR SALES

During the past twelve months the Issuer issued the following securities:

Date	Securities Issued
January 24, 2019	Private placement of 650,000 common shares at \$0.10 per common share having a deemed aggregate value of \$65,000. Private placement of 66,666 common shares at \$0.03 per common share having a deemed aggregate price of \$2,000.00.
January 17, 2019	Private placement of 540,000 common shares at \$0.05 per common share having a deemed aggregate value of \$27,000.
January 15, 2019	Private placement of 600,000 common shares at \$0.05 per common share having a deemed aggregate value of \$30,000. Private placement of 6,800,000 common shares at \$0.03 per common share having a deemed aggregate value of \$204,000.
January 14, 2019	Private placement of 450,000 common shares at \$0.05 per common share having a deemed aggregate value of \$22,500.
November 26, 2018	Subscription for 1,000,000 common shares at \$0.03 per common share having a deemed aggregate

	value of $30,000.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

In accordance with National Policy 46-201 *Escrow for Initial Public Offerings* ("**NP 46-201**"), all Common Shares of the Issuer held by a principal of the Issuer prior to the Offering are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Issuer's outstanding securities immediately after the Offering is not subject to the escrow requirements under NP 46-201. Under NP 46-201, a "principal" is defined as:

(a) a person or company who acted as a promoter of the issuer within two years before the Prospectus;

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

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

(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the Offering and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

The escrowed shares are subject to the direction and determination of the British Columbia Securities Commission (the "**BCSC**") and the Alberta Securities Commission (the "**ASC**") and the Exchange. Specifically, escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange, except as permitted by the Escrow Agreement entered into substantially in the form of NP 46-201F1.

The following is a table indicating the total number of Common Shares escrowed and their respective percentages upon completion of the Offering.

Designation of class	Number of securities held in escrow	Percentage of class after the Listing
Common	3,433,333	15.58%

(1) These Common Shares held in escrow by the Transfer Agent pursuant to the terms as set out below.

The following are particulars of the Common Shares of the Issuer subject to escrow requirements pursuant to NP 46-201 as of the date of the Prospectus:

Common Shareholder[(1)]	Number of Common Shares	Percentage of class at the date of the Prospectus	Percentage of class after the Listing
Souhail Abi-Farrage	1,900,000	11.15%	8.62%
Leonard Vern Senft	1,533,333	9.00%	6.96%
Total	**3,433,333**	**20.15%**	**15.58%**

(1) The Common Shares are held in escrow by the Transfer Agent and will be released in accordance with the following schedule:

On the date the Issuer's securities are listed on the Exchange (the listing date)	1/10 of the escrow securities
6 months after the listing date	1/6 of the remaining escrow securities
12 months after the listing date	1/5 of the remaining escrow securities
18 months after the listing date	1/4 of the remaining escrow securities
24 months after the listing date	1/3 of the remaining escrow securities
30 months after the listing date	1/2 of the remaining escrow securities
36 months after the listing date	The remaining escrow securities

In the simplest case, where there are no changes to the escrow securities initially deposited and no additional escrow securities, the release schedule outlined above results in the escrow securities being released in equal tranches of 15% after completion of the release on the Listing Date.

The Issuer's transfer agent will be Odyssey Trust Company.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Issuer's directors and senior officers, no persons shall beneficially own, directly or indirectly, or exercise control or direction over, or upon completion of the Listing will own, Common Shares carrying more than 10% of all voting rights.

Upon completion of the Listing, the directors, officers, Insiders and promoters of the Issuer shall hold in the aggregate 3,433,333 Common Shares representing 15.58% of the Common Shares which will then be issued and outstanding if the Offering is completed.

DIRECTORS AND OFFICERS

Name, Address, Occupation, and Security Holding

The following table sets forth particulars regarding the current directors and officers of the Issuer:

Name, Position with the Issuer and Municipality of Residence	Principal Occupation For Past Five Years	Number and Percentage of Securities Beneficially Owned or controlled directly or indirectly, as of the date of the Prospectus	
Souhail Abi-Farrage[(1)] President, CEO and Director *Surrey, B.C, Canada*	Mr. Farrage is a director of the Issuer (February, 2015 to present) and President and CEO (August, 2015 to present). Mr. Farrage also provides consulting services to a privately held company Bahega Consulting (April, 1996 to present). Mr. Farrage was the CEO and Director of Cameo Industries Corp. (January, 2005 to February, 2016).	1,900,000	11.15%
Leonard Vernon Senft[(1)] Director	Mr. Leonard Vern Senft is a director of the Issuer (January, 2019 to present). Mr. Senft was a	1,533,333	9.00%

Name, Position with the Issuer and Municipality of Residence	Principal Occupation For Past Five Years	Number and Percentage of Securities Beneficially Owned or controlled directly or indirectly, as of the date of the Prospectus	
Surrey, B.C., Canada	director and Chief Financial Officer of Cameo Industries Corp. (January, 2013 to December, 2015).		
Paul Smith(1) Director *Sunken Lake, N.S. Canada*	Mr. Smith is a director of the Issuer (September, 2019 to present). Mr. Smith has been a senior geologist at Conquest Resources Inc. since August 2014. He has been the President and CEO of Mountain Lake Minerals Inc. since May 2012.	Nil	0%
Abbey Abdiye CFO *Burnaby, B.C. Canada*	Mr. Abdiye is the Chief Financial Officer of the Issuer (May, 2019 to present). Mr. Abdiye is the CFO for a number of companies, including: Biome Grow Inc. (May, 2017 to present); Crop Infrastructure Corp. (November, 2016 to present); and Ceylon Graphite Corp. (January, 2017 to present). He was CFO for Tower One Wireless Corp. (April 2016 to March 2019) and CFO for Biomark Diagnostics Inc. (November 2014 to June 2017).	Nil	0%

(1) Member of the Audit Committee.

The terms of the foregoing director and officer appointments shall expire at the next annual general meeting of shareholder of the Issuer.

Biographies

A description of the principal occupation for the past five years and summary of the experience of the directors and officers of the Issuer is as follows:

Souhail Abi-Farrage: Mr. Abi-Farrage, age 60, has been a director since February, 2015. He will be responsible for ongoing development and acquisitions, as well as management of overall operations of the Issuer. Mr. Abi-Farrage also provides consulting services to a privately held company Bahega Consulting (April, 1996 to present). Mr. Abi-Farrage currently serves as the director, CEO and President of True Zone Resources Inc. (since September, 2007) and was formerly the CEO and Director of Cameo Industries Corp. (January, 2004 to February, 2016). During the period from 2003 to 2012, Mr. Abi-Farrage acted in several capacities as President, director and Vice President of Corporate Finance of WestKam Gold Corp. Mr. Abi-Farrage is an independent contractor of the Issuer and will devote approximately 30% of his working time to the Issuer’s affairs. Mr. Abi-Farrage has not entered into a non-competition or non-disclosure agreement with the Issuer.

Leonard Vernon Senft: Mr. Senft, age 66, has been a director of the Issuer since January, 2019. Mr. Senft currently serves as a director of True Zone Resources Inc. (since January, 2013) and as a director of Zanzibar Gold Inc. (since January, 2016), and was a director and Chief Financial Officer of Cameo Industries Corp. from January 2013 until December 2015. Mr. Senft is neither an employee nor an independent contractor of the Issuer and will devote 10% of his time to the affairs of the Issuer. Mr. Senft has not entered into a non-competition or non-disclosure agreement with the Issuer.

Paul Smith: Mr. Smith, age 68, has been a director of the Issuer since September, 2019 and a senior geologist for Conquest Resources Inc. since August 2014. He has been the President and CEO of Mountain Lake Minerals Inc. since May 2012. Mr. Smith is neither an employee nor an independent contractor of the Issuer and will devote 10% of his time to the affairs of the Issuer. Mr. Smith has not entered into a non-competition or non-disclosure agreement with the Issuer.

Abbey Abdiye: Mr. Abdiye, age 45, has been the CFO of the Issuer since May, 2019. Mr. Abdiye is a Chartered Professional Accountant and obtained his B.B.A. degree in 1996. Mr. Abdiye is the CFO for a number of companies such as Biome Grow Inc. (formerly, Orca Touchscreen Technologies Ltd.) (April 2016 to present), Crop Infrastructure Corp. (November 2016 to present), and Ceylon Graphite Corp. (January 2017 to present). Mr. Abdiye is an independent contractor of the Issuer and will devote 10% of his time to the affairs of the Issuer. Mr. Abdiye has not entered into a non-competition or non-disclosure agreement with the Issuer.

Aggregate Ownership of Securities

On completion of the Listing, all directors, officers, and promoters of the Issuer, as a group, will directly or indirectly beneficially own 3,433,333 Common Shares, representing approximately 15.58% of the issued and outstanding Common Shares on an undiluted basis.

Corporate Cease Trade Orders

Other than as set out below, no director, officer, promoter or other member of management of the Issuer has, within the past ten years from the date of the Prospectus, been a director, officer or promoter of any other issuer that:

(a) was the subject of a cease trade order or an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days while that person was acting in that capacity; or

(b) was the subject of a cease trade order or an order similar to a cease trade order or an order that denied the issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days after that person ceased to act in that capacity and which resulted from an event that occurred while that person was acting in such capacity.

Mr. Souhail Abi-Farrage was a director of Declan Resources Inc. ("**Declan**") when he became the subject of a management cease trade order issued by the BCSC on February 1, 2011 for Declan's failure to file annual financial statements and management discussion and analysis for the year ended September 30, 2010. The management cease trade order was revoked on April 19, 2011. Mr. Souhail Abi-Farrage was a director of Cameo Industries Corp. (then Sidon International Resources Corporation) ("**Cameo**") when he became the subject of a management cease trade order issued by the BCSC dated August 30, 2011 for Cameo's failure to file a comparative financial statement for the financial year ended April 30, 2011 and a management's discussion and analysis for the period ended April 30, 2011. In addition, Cameo became the subject of a cease trade order issued by the BCSC for failure to file a comparative financial statement for the financial year ended April 30, 2011, interim financial statements for the financial period ended July 31, 2011 and a management's discussion and analysis for the periods ended April 30, 2011 and July 31, 2011. On February 1, 2012, Cameo also became the subject of a cease trade order issued by the ASC for failure to file annual audited financial statements, annual management's discussion and analysis and certification of annual filings for the year ended April 30, 2011 and interim unaudited financial statements, interim management's discussion and analysis and certification of interim filings for the interim periods ended July 31, 2011 and October 31, 2011. The cease trade orders were revoked by the BCSC on May 22, 2013.

Mr. Souhail Abi-Farrage was a director and President and Mr. Leonard Vernon Senft was a director of True Zone when True Zone became subject to a cease trade order issued by the BCSC on September 10, 2015, and the Ontario Securities Commission on September 30, 2015, respectively, for True Zone's failure to file annual financial statements and management discussion and analysis for the year ended April 30, 2015. The cease trade orders have not been revoked as at the date of this Prospectus.

Corporate and Personal Bankruptcies

No director, officer, or promoter of the Issuer, or a shareholder of the Issuer holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons,

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

(b) has, within the 10 years before the date of the Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

No director, officer, or promoter of the Issuer, or a shareholder of the Issuer holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Issuer holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies under the BCBCA.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

The Compensation Discussion and Analysis section explains the compensation program for the fiscal year ended August 31, 2018 for the Issuer's Named Executive Officers (as that term is defined under applicable securities legislation).

Compensation Discussion and Analysis

The compensation of the executive officers is determined by the Board of Directors, based in part on recommendations from the Chief Executive Officer.

The Board of Directors evaluates individual executive performance with the goal of setting compensation at levels that they believe are comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, the Board of Directors base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account our relative performance and strategic goals.

The executive officer compensation consists of two basic elements: i) base salary; and ii) Incentive Stock Options. The details are set out in the Summary Compensation Table.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board of Directors. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Issuer is an early stage exploration Issuer and does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on Incentive Stock Option compensation.

The Incentive Stock Option portion of the compensation is designed to provide the executive officers of the Issuer with a long term incentive in developing the Issuer's business. Options granted under the Issuer's stock option plan are approved by the Board of Directors, and if applicable, its subcommittees, after consideration of the Issuer's overall performance and whether the Issuer has met targets set out by the executive officers in their strategic plan.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES
(for the fiscal year ended August 31, 2018 and 2017)

Name and Principal position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of Perquisites ($)	All other compensation ($)	Total compensation ($)
Souhail Abi-Farrage[1] ***President, CEO and Director***	**2018**	**60,000[1]**	**Nil**	**Nil**	**Nil**	**Nil**	**60,000**
	2017	**60,000[1]**	**Nil**	**Nil**	**Nil**	**12,787**	**42,787**

(1) Management consulting fees in the amount of $60,000 were owed from the Issuer to Bahega Consulting, a private company beneficially owned and operated by Mr. Abi-Farrage. These fees will be payable for all fiscal years until termination of such consulting services.

"Named Executive Officer" means each Chief Executive Officer, each Chief Financial Officer and each of the three most highly compensated executive officers, 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 for that financial year and each individual who would be an NEO but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION SECURITIES
(for the fiscal year end of August 31, 2018)[(1)]

Name and position	Type of compen-sation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry Date
Souhail Abi-Farrage ***President, CEO and Director***	**Stock options**	**Nil**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
Leonard Vernon Senft, ***Director***	**Stock options**	**Nil**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
Paul Smith, ***Director***	**Stock options**	**Nil**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
Abbey Abdiye, ***CFO***	**Stock options**	**Nil**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**

(1) Upon listing, the Issuer shall grant non-transferable Incentive Stock Options to purchase 600,000 Common Shares at $0.10 per Common Share to officers, directors and consultants of the Issuer expiring on the 5th anniversary of the Listing Date. The Incentive Stock Options shall be granted to the directors and officers of the Issuer as follows:

Souhail Abi-Farrage– 300,000 Incentive Stock Options
Leonard Vern Senft – 100,000 Incentive Stock Options
Paul Smith – 100,000 Incentive Stock Options
Abbey Abdiye – 100,000 Incentive Stock Options

PENSION PLAN BENEFITS

The Issuer does not have a pension plan or provide any benefits following or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

In fiscal year ended 2018, the Issuer did not have a compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than $100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of the Issuer or its subsidiaries or a change in responsibilities following a change in control, except as disclosed herein.

EQUITY COMPENSATION PLAN INFORMATION
(for the fiscal year ended August 31, 2018)

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	**(a)**	**(b)**	**(c)**
Equity compensation plans approved by securityholders	**Nil**	**N/A**	**Nil**
Equity compensation plans *not* approved by securityholders	**N/A**	**N/A**	**N/A**
Total	**Nil**	**N/A**	**Nil**

There are no employment contracts between either the Issuer or the above-named executive officers other than disclosed herein or in the financial statements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, officer or promoter of the Issuer is or has been indebted to the Issuer at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

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

NP 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Issuer has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Issuer’s practices comply with the guidelines, however, the Board of Directors considers that some of the guidelines are not suitable for the Issuer at its current stage of development and therefore these guidelines have not been adopted. The Issuer will continue to review and implement corporate governance guidelines as the business of the Issuer progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)*, which disclosure is set out below.

1. Board of Directors

The mandate of the Board of Directors is to supervise the management of the Issuer and to act in the best interests of the Issuer. The Board of Directors acts in accordance with:

(a) the *BCBCA*;

(b) the Issuer's articles of incorporation;

(c) the charters of the Board of Directors and the Audit Committee; and

(d) other applicable laws and company policies.

The Board of Directors approves all significant decisions that affect the Issuer before they are implemented. The Board of Directors supervises their implementation and reviews the results.

The Board of Directors is actively involved in the Issuer's strategic planning process. The Board of Directors discusses and reviews all materials relating to the Issuer's strategic plan with management. The Board of Directors is responsible for reviewing and approving the strategic plan. At least one Board of Directors meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board of Directors' approval for any transaction that would have a significant impact on the strategic plan.

The Board of Directors periodically reviews the Issuer's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems. The Board of Directors also monitors the Issuer's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board of Directors periodically discusses the systems of internal control with the Issuer's external auditor.

The Board of Directors is responsible for choosing the CEO and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board of Directors, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board of Directors approves all the Issuer's major communications, including annual and quarterly reports, financing documents and press releases. The Board of Directors approves the Issuer's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board of Directors, through the Issuer's audit committee (the "**Audit Committee**"), examines the effectiveness of the Issuer's internal control processes and management information systems. The Board of Directors consults with the internal auditor and management of the Issuer to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Issuer's internal control processes and management information systems.

Of the Issuer's three directors, two are considered independent. The definition of independence used by the Board of Directors is that used by the Canadian Securities Administrators. A director is independent if he has no "material relationship" with the Issuer. A "material relationship" is a relationship which could, in view of the Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgement. Certain types of relationships are by their nature considered to be material relationships.

The Board of Directors has determined that Mr. Leonard Vern Senft and Mr. Paul Smith are independent directors. Mr. Souhail Abi-Farrage is not independent because he is the CEO of the Issuer.

2. Directorships

The following table sets forth the directors of the Issuer who currently hold directorships on other reporting issuers:

Name of Director	***Name of Other Reporting Issuer(s)***
Souhail Abi-Farrage	Zanzibar Gold Inc.
Leonard Vern Senft	Zanzibar Gold Inc.

3. Orientation and Continuing Education

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

4. Ethical Business Conduct

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

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

The Board of Directors has not adopted a written code of business conduct and ethics but encourages and promotes a culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations.

5. Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new directors of the Issuer and recommending to the Board of Directors any new director nominees for the next annual meeting of shareholders of the Issuer.

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

6. Compensation

Following the Closing Date, the Board of Directors will establish an appropriate comparative group of public companies of similar size and stage of development in the mineral exploration industry. The Issuer's management will use this comparative group to determine the future compensation for its executives taking into account the time and effort expended by its executives and the current stage of the Issuer's development.

The Board of Directors determines the compensation of the Issuer's officers, based on industry standards and the Issuer's financial situation.

7. Other Board Committees

The Board of Directors has no committees other than the Audit Committee.

8. Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and the Audit Committee.

AUDIT COMMITTEE CHARTER

The following provides a summary of the Audit Committee's mandate and charter:

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.

2. At least one of the members of the Audit Committee shall be financially literate.

3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.

4. The Audit Committee shall meet at least four times per year, and each time the Issuer proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.

5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Audit Committee.

6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).

7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board of Directors any proposed discharge of the independent auditors.

8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.

9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.

10. Inquire of the management and the independent auditors about significant risks or exposures facing the Issuer; assess the steps the management has taken or proposes to take to minimize such risks to the Issuer; and periodically review compliance with such steps.

11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

12. Inquire regarding the "quality of earnings" of the Issuer from a subjective as well as an objective standpoint.

13. Review with the independent accountants: (a) the adequacy of the Issuer's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.

14. Review with the management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.

15. Review with the management the annual financial reports before they are filed with the regulatory authorities.

16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Issuer; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Issuer, the ramifications of each alternative and the treatment preferred by the Issuer.

17. Review all material written communications between the independent auditors and the management.

18. Review with the management and the independent auditors: (a) the Issuer 's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Issuer's accounting principles as applied in its financial reporting; (d) any

significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.

19. Review the procedures for the receipt, retention, and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.

20. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.

21. The Audit Committee will perform such other functions as assigned by law, the Issuer's articles, or the Board of Directors.

Composition of the Audit Committee

The members of the Audit Committee are Mr. Souhail Abi-Farrage, Mr. Leonard Vern Senft and Mr. Paul Smith. Mr. Leonard Vern Senft and Mr. Paul Smith are independent as that term is defined in National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Mr. Souhail Abi-Farrage is not independent of the Issuer, however the Issuer is relying on the exemption in Section 6.1 of NI 52-110 in respect of the requirement to have all members of the Audit Committee be independent. All members of the Audit Committee are "financially literate" as that term is defined in NI 52-110.

Subject to NI 52-110, a member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

Relevant Education and Experience

All of the members of the Audit Committee have gained their education and experience by participating in the management of private and publicly traded companies and all members are "financially literate" as defined in NI 52-110, meaning that they have 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 Issuer's financial statements. Each member has an understanding of the mineral exploration and mining business in which the Issuer is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Issuer's financial disclosures and internal control systems.

Mr. Souhail Abi-Farrage has over 25 years of experience as a director of various public companies where his responsibilities included reviewing and approving financial statements.

Mr. Leonard Vern Senft has gained significant experience and knowledge from acting as a director and officer of other reporting companies. Mr. Senft is financially literate and is familiar with the process of reviewing and approving disclosure associated with financial statements and Management Discussion & Analysis.

Mr. Paul Smith has been the President and CEO of Mountain Lake Minerals Inc. since May 2012 where his responsibilities include reviewing and approving financial statements. He is financially literate and is familiar with the process of reviewing and approving disclosure associated with financial statements and Management Discussion & Analysis.

Audit Committee Oversight

At no time since inception was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since inception has the Issuer relied on the exemption in Section 2.4 of NI 52-110 (de minimis non-audit services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, a company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval of Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board of Directors and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants of Vancouver, British Columbia to the Issuer to ensure auditor independence. Fees incurred with Dale Matheson Carr-Hilton Labonte LLP Chartered Professional Accountants for audit and non-audit services in the last fiscal year ended August 31, 2018 are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Fiscal Year ended, August 31, 2018	Fees Paid to Auditor in Fiscal Year ended, August 31, 2017
Audit Fees(1)	$5,500	$5,500
Audit-Related Fees(2)	$3,500	$nil
Tax Fees(3)	$nil	$nil
All Other Fees(4)	$nil	$nil
Total	**$9,000**	**$5,500**

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Issuer's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “Audit-Related Fees” include fees for services that are traditionally performed by an auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) “All Other Fees” include all other non-audit services.

Exemption

The Issuer is relying upon the exemption in Section 6.1 of NI 52-110 in respect of the composition of its Audit Committee not being comprised of all independent directors, and in respect of its reporting obligations under NI 52-110 in that the Issuer does not publish an annual information form at this time.

Listing

The Issuer has applied to list the Common Shares distributed under the Prospectus on the Exchange. Listing will be subject to among other things the Issuer fulfilling all of the listing requirements of the Exchange. As at the date of this Prospectus, the Issuer 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 the PLUS Markets Group plc.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer’s properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. See “Risk Factors”.

PLAN OF DISTRIBUTION

The Offering

The Offering consists of 5,000,000 Units at a price of $0.10 per Unit for gross proceeds of $500,000. Each Unit comprises of one (1) Common Share and one (1) Warrant. Each Warrant is exercisable to acquire one Warrant Share for a period of three years. Each Warrant Share is exercisable at $0.20 in the first year, $0.25 in the second year and $0.30 in the third year from the date of issue. The price to the public was determined by arm’s length negotiation between the Issuer and the Agent. The distribution of the Common Shares and Warrants comprising the Units is qualified by this Prospectus.

The completion of the Offering shall be subject to, among other conditions customary for offerings of securities such the Offering.

Appointment of Agent

The Issuer, pursuant to the terms of the Agency Agreement, has appointed the Agent as its exclusive agent to offer the Units under the Offering on a commercially reasonable efforts basis. The Issuer is not a ‘related issuer’ or a ‘connected issuer’ of the Agent.

The Offering is for $5,000,000 Units at a price of $0.10 per Unit for gross proceeds of $500,000. All funds received will be held by the Agent in trust pursuant to the Agency Agreement. The completion of the Offering is subject to the Issuer obtaining conditional approval of its listing application from the Exchange and other regulatory approvals which is expected to occur on or about **[●]**, 2019, or such other date as the Agent and the Issuer may agree in writing. If the Offering does not close for any reason, all subscription funds received by the Agent will be returned to the subscribers, without interest or deduction.

Agent's Compensation

In connection with the Offering, the Agent will receive a cash commission of: 10% on the gross proceeds from the sale of Units raised from the Offering; or 5% of the gross proceeds raised from investors from the President's List. In addition, the Agent will be granted that number of Compensation Options equal to: 10% of the number of Units sold under the Offering; or 5% of the number of Units sold to the President's List. Each Compensation Option will entitle the Agent to acquire one (1) Common Share at an exercise price of $0.15 for a period of 36 months from the Listing Date. This Prospectus also qualifies the distribution of the Compensation Options.

In consideration for the services rendered by the Agent, the Issuer will pay the Agent a corporate finance fee of $22,500, plus applicable taxes of which $11,250 plus applicable taxes has been paid and is non-refundable. The balance shall be payable to the Agent upon closing of the Offering. The Issuer will also pay the Agent for all reasonable out of pocket expenses incurred by the Agent in connection with the Offering, including fees of the Agent's legal counsel, marketing, due diligence and accounting costs, including the costs of any required consultant reports. As of the date hereof, the Issuer has paid the Agent a retainer of $10,000 which is to be applied by the Agent against anticipated expenses.

The obligations of the Agent under the Agency Agreement may be terminated prior to the completion of the Offering at the Agent's discretion on the basis of its assessment of the state of the financial markets and at any time upon the occurrence of certain stated events and upon other conditions set out in the Agency Agreement.

The Issuer has granted the Agent a right of first refusal to act as agent or underwriter in any future equity financings, public or private, undertaken by the Issuer for a period of 12 months from the completion of the Offering.

The Issuer has agreed to pay all expenses, fees and disbursements of the Agent, including the Agent's legal counsel fees and other agents' fees and expenses pursuant to the Offering. There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or other person or company in connection with the Offering other than as disclosed herein.

All funds received will be held by the Agent in trust. If the Offering does not close for any reason, all subscription funds received by the Agent will be returned to the subscribers, without interest or deduction. The Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days from the issuance of a receipt for the Final Prospectus, unless an amendment to the Final Prospectus is filed and a receipt has been issued for such amendment, in which case the Offering will be discontinued in the event that the Offering has not closed on or prior to the date which is 90 days from the issuance of a receipt for an amendment to the Final Prospectus and, in any event, not more than 180 days after the issuance of a receipt for the Final Prospectus. It is expected that one or more global certificates that represent the aggregate principal number of Common Shares subscribed for will be issued in registered form to The Canadian Depository for Securities Limited ("**CDS**"), unless the Agent elects for book entry delivery, and will be deposited with CDS on the Closing Date. All of the purchasers of

Common Shares will receive only a customer confirmation from the Agent as to the Common Shares purchased, except that certificates representing the Common Shares in registered and definitive form may be issued in certain other limited circumstances. Purchasers will receive certificates representing the Warrants purchased in registered and definitive form.

The completion of the Offering is subject to the Issuer obtaining conditional approval of its listing application from the Exchange and other regulatory approvals which is expected to occur on or about ***Closing Date, or such other date as the Agent and the Issuer may agree in writing.

Other than the Offering expenses disclosed elsewhere in the Prospectus and payments to be made to the Agent as disclosed in this section, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or other person or company in connection with the Offering.

Listing

The Issuer has applied to list the Common Shares distributed under the Prospectus on the Exchange. Listing will be subject to among other things the Issuer fulfilling all of the listing requirements of the Exchange.

As at the date of this Prospectus, the Issuer 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 the PLUS Markets Group plc.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. An investment in a natural resource issuer involves a significant degree of risk. The degree of risk increases substantially where the issuer's properties are in the mineral exploration stage as opposed to the development stage, as in the present instance. See "Risk Factors".

RISK FACTORS

The Common Shares should be considered highly speculative due to the nature of the Issuer's business and the present stage of its development. In evaluating the Issuer and its business, investors should carefully consider, in addition to the other information contained in the Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Issuer or in connection with the Issuer's operations. There may be other risks and uncertainties that are not known to the Issuer or that the Issuer currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Issuer's Common Shares could decline substantially, and investors may lose all or part of the value of the Common Shares held by them.

An investment in securities of the Issuer should only be made by persons who can afford a total loss of their investment. There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under the Prospectus indefinitely.

The possible sale of Common Shares released from escrow on each release date could negatively affect the market price of the Issuer's Common Shares and also result in an excess of sellers of Common Shares to buyers of Common Shares and seriously affect the liquidity of the Common Shares. See "*Escrowed Securities*".

No Ongoing Operations and No Production History

The Issuer is a mineral exploration company and has no operations or revenue.

Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Nevada Project. There is no assurance that the Issuer will ever discover any economic quantities of mineral reserves.

Negative Operating Cash Flow

Since inception, the Issuer has had negative operating cash flow. The Issuer has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Nevada Project and administrative costs. The Issuer cannot predict when it will reach positive operating cash flow.

Requirement for Further Financing

The Issuer has limited financial resources and may need to raise additional funds to carry out exploration of its Nevada Project. There is no assurance the Issuer will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Issuer. If the Issuer's exploration programs are successful and favourable exploration results are obtained, the Nevada Project may be developed into commercial production. The Issuer may require additional funds to place the Nevada Project into production. The only sources of future funds presently available to the Issuer are the sale of equity capital, debt, or offering of interests in its Nevada Project to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Issuer or be available on terms acceptable to the Issuer. If funds are available, there is no assurance that such funds will be sufficient to bring the Nevada Project to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Issuer, and could cause the Issuer to forfeit its interest in the Nevada Project and reduce or terminate its operations. No funds are allocated from the Offering to pay the outstanding fees to related parties, and there can be no assurance that the Issuer may be able to raise such additional capital. The proceeds from the Offering will be used to carry out Phase I of the exploration program recommended by the Technical Report. Additional funds will be required should the Issuer decide to carry out the Phase II work program. There is no assurance the Issuer will be able to raise additional funds.

Exploration

At present, there are no bodies of ore, known or inferred, on the Nevada Project and there are no known bodies of commercially recoverable ore on the Nevada Project. There is no assurance that the Issuer's mineral exploration activities will result in any discoveries of commercial bodies of ore on the Nevada Project.

Development

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Nevada Project is at the exploration stage.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to the Nevada Project for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the tile to the Nevada Project, the Issuer cannot give an assurance that title to the Nevada Project will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. The Issuer does not carry title insurance on the Nevada Project. A successful claim that the Issuer does not have title could cause the Issuer to lose its rights to the Nevada Project, perhaps without compensation for its prior expenditures relating to the Nevada Project.

The Issuer's interest in the Nevada Project is by way of an option agreement only: (i) the Issuer does not own the Nevada Project, rather the Issuer has the right to acquire an interest in the Nevada Project by issuing Common Shares, incurring the expenditures and meeting the certain obligations; (ii) the exploration expenditures under the Option Agreement are optional to the Issuer, such that if the Issuer determines the Nevada Project to be without sufficient merit at any time prior to exercising its option it is not obligated to incur any further expenditures; (iii) if the Issuer fails to incur expenditures in accordance with the Option Agreement, it will lose all of its interest in the Nevada Project; (iv) the Issuer is dependent on contractors to perform its obligations under the Option Agreement and if its contractors fail to perform its obligations thereunder the Issuer's interest in the Nevada Project may be lost. There is no guarantee the Issuer will be able to raise sufficient funding in the future to incur all expenditures under the Option Agreement.

Surface Rights

The Issuer does not own the surface rights to the Nevada Project. The Issuer understands that it is necessary, as a practical matter, to negotiate surface access, and the Issuer is continuing to do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Issuer. There can be no guarantee that the Issuer will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Issuer may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Nevada Project becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Issuer will be successful in acquiring any such rights.

Management

The success of the Issuer is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. There is no assurance that the Issuer can maintain the service of its management or other qualified personnel required to operate its business.

Requirement for Permits and Licenses

The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Nevada Project, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Issuer proceed beyond exploration. There can be no guarantee that the Issuer will be able to obtain such licenses and permits.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Issuer, including the exploration activities and commencement of production on the Nevada Project, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have a material adverse effect on any exploration and development project which the Issuer might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions 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 exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Issuer. The Issuer does not maintain insurance against environmental risks.

Economic Conditions

Unfavorable economic conditions may negatively impact the Issuer’s financial viability as a result of increased financing costs and limited access to capital markets.

Conflicts of Interest

Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Issuer does not know of any such pending or actual material legal proceedings as of the date of the Prospectus.

No Cash Dividends

The Issuer has not declared any cash dividends to date. The Issuer intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.

Ore Reserves and Reserve Estimates

The Issuer's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

Competition

Significant and increasing competition exists for mineral opportunities in the State of Nevada. There are a number of large established mineral exploration companies with substantial capabilities and greater financial and technical resources than the Issuer. The Issuer may be unable to acquire additional mineral properties or acquire such properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer's exploration programs will yield any reserves or result in any commercial mineral operations.

Foreign Currency

The price of most mineral commodities are denominated in US dollars. As the Issuer raises its capital in Canadian dollars and uses Canadian dollars in its financial statements, currency fluctuations can have a material effect on operations. In addition, the Issuer currently incurs exploration expenditures and has obligations in US dollars, but raises capital and reports its financial statements in Canadian dollars, which may result in currency exchange losses.

Dilution in Book Value of Investment

After the issuance of securities offered by this Prospectus and prior to the exercise of any outstanding share purchase options or warrants, the Issuer will have an undiluted post-Offering capitalization per common share of $0.048. Accordingly, purchasers of the securities under this Prospectus will experience an immediate and substantial dilution of $0.058 per share (52.47%) in the net tangible book value of their investment.

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, Canadian tax counsel to the Issuer, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "Tax Act"), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares, the Warrant Shares and the Warrants will, at a particular time, be a "qualified investment" under the Tax Act for a trust governed by a registered retirement savings plan (a "RRSP"), a registered retirement income fund (a "RRIF"), a deferred profit sharing plan, a registered disability savings plan (a "RDSP"), a registered education savings plan (a "RESP"), and a tax-free savings account (a "TFSA" and collectively, “Tax Deferred Plans”), each as defined in the Tax Act, provided that, at such time:

(i) in the case of the Common Shares and the Warrant Shares, the Common Shares are listed on a "designated stock exchange" (as such term is defined in the Tax Act and which currently includes the Canadian Securities Exchange (the "Exchange")) or the Issuer is otherwise a "public corporation" (as such term is defined in the Tax Act); and

(ii) in the case of the Warrants, the Warrant Shares are qualified investments as described in (i) above and the Issuer is not an annuitant, a beneficiary, an employer or a subscriber under or a holder of a Tax Deferred Plan and deals at arm’s length with each person who is an annuitant, a beneficiary, an employer or a subscriber under or a holder of such plan.

The Common Shares, the Warrant Shares and the Warrants are not currently listed on a "designated stock exchange" and the Issuer is not otherwise a "public corporation" (as such term is defined in the Tax Act). The Issuer has applied to list the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange. The Issuer will rely upon the Exchange to list the Common Shares on the Exchange as of the day before Closing (the "Listing") and otherwise proceed in the manner described above to render the Common Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act at the time of issuance. If the Exchange does not proceed as anticipated, the Common Shares, the Warrant Shares and the Warrants will not be "qualified investments" for the purposes of the Tax Act at the time of Closing. It is counsel's understanding that the Listing of the Common Shares on the Exchange is a condition of Closing.

Notwithstanding that the Common Shares, the Warrant Shares and the Warrants may be a qualified investment for a TFSA, RRSP, RRIF, RDSP or RESP, the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be) will be subject to a penalty tax as set out in the Tax Act if the Common Shares, the Warrant Shares or the Warrants are a "prohibited investment" for the purposes of the Tax Act. The Common Shares, the Warrant Shares and the Warrants will be a "prohibited investment" if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm's length with the Issuer for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Issuer. In addition, the Common Shares, the Warrant Shares and the Warrants will not be a "prohibited investment", if such securities are "excluded property", as defined in the Tax Act, for a TFSA, RRSP, RRIF, RDSP or RESP. **Prospective holders that intend to hold the Common Shares, the Warrant Shares and the Warrants in a TFSA, RRSP, RRIF, RDSP or RESP are urged to consult their own tax advisers.**

PROMOTERS

Souhail Abi-Farrage is considered to be a promoter of the Issuer as Mr. Farrage took the initiative in founding and organizing the Issuer. See also “Directors and Officers”.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material pending legal proceedings or regulatory actions to which the Issuer is or is likely to be a party or of which any of its properties are or are likely to be the subject.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No Insider of the Issuer and no associate or affiliate of any Insider has any material interest, direct or indirect, in any transaction within the three years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Issuer or a subsidiary of the Issuer other than as disclosed in the Prospectus. See “Executive Compensation”.

RELATIONSHIP BETWEEN ISSUER AND AGENT

The Issuer is not a related issuer or connected issuer of the Agent, as those terms are defined in National Instrument 33-105 “Underwriting Conflicts”.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Issuer’s auditor is Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants of 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1.

Transfer Agent and Registrar

The registrar and transfer agent for the Common Shares of the Issuer is Odyssey Trust Company. 323 – 409 Granville Street, Vancouver British Columbia V6C 1T2.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Issuer has entered into in the two years prior to the date of the Prospectus are the following:

1. Option Agreement between the Issuer and Kokanee Placer Two Ltd. dated for reference December 4, 2018 and further amended November 12, 2019.
2. Agency Agreement between the Agent and Issuer dated ***, 2019.
3. Transfer agency agreement between the Issuer and the Transfer Agent dated ***
4. Escrow Agreement among the Issuer, the directors of the Issuer and the Transfer Agent dated ***
5. Incentive Stock Option Plan of the Issuer dated March 16, 2019.
6. Incentive stock agreements between the Issuer and each of Mr. Souhail Abi-Farrage, and Mr. Leonard Vern Senft, dated March 16, 2019.
7. Incentive stock agreements between the Issuer and each of Mr. Abbey Abdiye and Mr. Paul Smith, dated October 3, 2019.

8. Management Agreement between the Issuer and Souhail Abi Farrage and Souhail Abi Farrage carrying on business as Bahega Consulting dated September 1, 2016.

Inspection of Material Contracts and Reports

Copies of all the material contracts and reports referred to in the Prospectus may be inspected at the registered office of the Issuer, Suite 1780, 400 Burrard Street, Vancouver, British Columbia during normal business hours during the period of distribution of the securities offered hereunder, and for a period of 30 days thereafter, as well as on the SEDAR website at www.sedar.com upon the Effective Date of the Prospectus.

EXPERTS

The following persons or companies are named in the Prospectus as having have prepared or certified a report, valuation, statement or opinion in the Prospectus:

1. Craig Alford, P.Geo. prepared the Technical Report and is a "Qualified Person" as defined in NI 43-101; and

2. the Issuer's auditor, Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants has prepared the audited financial statements of the Issuer included in the Prospectus including the audit report accompanying the financial statements attached to the Prospectus.

No person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a part of the Prospectus, or prepared or certified a report or valuation described or included in the Prospectus, has received or shall receive or holds a direct or indirect interest in the property, associates or affiliates of the Issuer.

Dale Matheson Carr-Hilton Labonte LLP, the Issuer's Auditors, are independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Certain legal matters relating to the Prospectus will be passed upon by Fang & Associates, Barristers & Solicitors on behalf of the Issuer. As of the date hereof, the partners and associates of Fang & Associates, Barristers & Solicitors, as a group, own, directly or indirectly, less than 1% of the Common Shares.

Certain legal matters relating to the Prospectus will be passed upon by MLT Aikins LLP on behalf of the Agent. As of the date hereof, the partners and associates of MLT Aikins LLP as a group, own, directly or indirectly, less than 1% of the Common Shares.

PI Financial Corp. is acting as Agent to the Issuer in connection with the Offering. As of the date hereof, the partners and employees of the Agent, as a group, own, directly or indirectly, less than 1% of the Common Shares.

OTHER MATERIAL FACTS

Except as otherwise mentioned in the Prospectus, there are no material facts about the securities being distributed pursuant to the Offering that are not disclosed under any other items and are necessary in order for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provide purchasers with the right to withdraw from an agreement to purchase securities this right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In the Provinces of British Columbia and Alberta securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Units are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

FINANCIAL STATEMENTS

The following financial statements are attached and form an integral part to the Prospectus:

1. Interim Financial Statements of the Issuer for the nine month period ended May 31, 2019 and 2018; and

2. Audited Financial Statements of the Issuer for the fiscal years ended August 31, 2018 and 2017.

ELMIRA CAPITAL INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the nine months ended May 31, 2019 and 2018
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

ELMIRA CAPITAL INC.

Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	May 31, 2019	August 31, 2018
ASSETS		
Current assets		
Cash	$ 31,080	$ -
Prepaid expenses *(Note 7)*	57,133	-
Marketable Securities *(Note 4)*	23,567	-
Total current assets	111,780	
Non-current assets		
Exploration and evaluation assets *(Note 5)*	238,970	-
Exploration advances *(Note 5)*	28,000	-
Total non-current assets	266,970	
TOTAL ASSETS	$ 378,750	$ -
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities	$ -	$ 18,701
Total current liabilities	-	18,701
Long-term liabilities		
Due to related party *(Note 7)*	171,450	124,200
Total long-term liabilities	171,450	124,200
TOTAL LIABILITIES	171,450	142,901
SHAREHOLDERS' EQUITY (DEFICIT)		
Capital stock *(Note 6)*	547,500	112,000
Reserves	7,654	-
Deficit	(347,854)	(254,901)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	207,300	(142,901)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	$ 378,750	$ -

Nature and continuance of operations *(Note 1)*

The condensed interim financial statements are signed on the Company's behalf by:

"Paul Smith" — Director

"Leonard Senft" — Director

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

ELMIRA CAPITAL INC.

Condensed Interim Statements of Operations and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	Three months ended May 31, 2019	Three months ended May 31, 2018	Nine months ended May 31, 2019	Nine months ended May 31, 2018
EXPENSES				
Consulting fees *(Note 7)*	$ 12,500	$ -	$ 16,667	$ -
Management fees *(Note 7)*	15,750	15,750	47,250	47,250
Office and administration	46	-	185	-
Professional fees	14,263	-	19,514	-
Share based payments *(Note 7)*	7,654	-	7,654	-
	(50,213)	(15,750)	(91,270)	(47,250)
OTHER ITEMS				
Unrealized loss on marketable securities (Note 4)	(1,683)	-	(1,683)	-
Loss and comprehensive loss for the period	$ (51,896)	$ (15,750)	$ (92,953)	$ (47,250)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average number of shares outstanding – basic and diluted	11,072,668	5,100,002	7,504,910	5,100,002

ELMIRA CAPITAL INC.

Condensed Interim Statements of Cash Flows
For the Nine Months Ended May 31, 2019 and 2018
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (92,953)	$ (47,250)
Items not involving cash:		
Share based payments	7,654	-
Accrued management fees	47,250	47,250
Unrealized loss on marketable securities	1,683	-
Changes in non-cash operating working capital:		
Prepaids	(57,133)	-
Accounts payable and accrued liabilities	(18,701)	-
Net cash used in operating activities	(112,200)	-
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of marketable securities	(25,250)	-
Exploration advances	(28,000)	-
Exploration and evaluation expenditures	(208,970)	-
Net cash used in investing activities	(262,220)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common shares	405,500	-
Net cash provided by financing activities	405,500	-
Change in cash	31,080	-
Cash, beginning	-	-
Cash, ending	$ 31,080	$ -

Supplemental Cash Flow Information:

During the period ended May 31, 2019, the Company issued 1,000,000 shares at a fair value of $30,000 for exploration and evaluation assets.

There were no supplemental cash flow disclosures for the period ended May 31, 2018.

ELMIRA CAPITAL INC.

Condensed Interim Statement of Changes in Equity (Deficit)
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	Number of shares	Capital Stock	Reserves	Deficit	Total Equity (Deficit)
Balance as at August 31, 2017	5,100,002	$ 112,000	$ -	$ (191,901)	$ (79,901)
Comprehensive loss for the period	-	-		(47,250)	(47,250)
Balance as at May 31, 2018	5,100,002	$ 112,000	$ -	$ (239,151)	$ (127,151)
Balance as at August 31, 2018	5,100,002	$ 112,000	$ -	$ (254,901)	$ (142,901)
Shares issued for cash	10,939,999	405,500	-	-	405,500
Shares issued for exploration and evaluation assets	1,000,000	30,000	-	-	30,000
Fair value of stock options granted	-	-	7,654	-	7,654
Comprehensive loss for the period	-	-		(92,953)	(92,953)
Balance as at May 31, 2019	**17,040,001**	**$ 547,500**	**$ 7,654**	**$ (347,854)**	**$ 207,300**

1. NATURE AND CONTINUANCE OF OPERATIONS

Elmira Capital Inc. (the "Company") was incorporated on August 22, 2014 under the Business Corporation Act of British Columbia. The head office of the Company is 5623 145A Street, Surrey, B.C. V3S 8E3. The Company is a junior exploration company.

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at May 31, 2019, the Company has not generated any revenues from operations, has a working capital of $113,213 and an accumulated deficit of $346,421. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These condensed interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

If the going concern assumption is not appropriate for these condensed interim financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses, and the classifications used could be material.

2. BASIS OF PREPARATION

The condensed interim financial statements have been prepared in accordance with International Accounting Standard (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The significant accounting policies applied in these condensed interim financial statements are based on the IFRS issued and effective as of May 31, 2019.

The Company’s functional and reporting currency is the Canadian dollar. The condensed interim financial statements were prepared and approved for issuance by the Board of Directors on September XX, 2019.

These condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting.

These condensed interim financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES, JUDGMENT, ESTIMATES AND ASSUMPTIONS

The preparation of these condensed interim financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and reported amounts of revenues and 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 POLICIES, JUDGMENT, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Significant areas where management's judgement has been applied include:

- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, *Provisions, contingent liabilities and contingent assets*;
- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to a significant uncertainty;
- The classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses and the recoverability of exploration and evaluation expenditures.

The preparation of condensed interim financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the value of share based payments, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at August 31, 2018. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended August 31, 2018.

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of May 31, 2019, and have not been applied in preparing these condensed interim financial statements. None of these are expected to have a material effect on the financial statements of the Company.

New standard IFRS 16 "Leases"

In January 2016, the IASB issued IFRS 16, Leases which replaces IAS 17, Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company has not early adopted this standard and is currently assessing the impact that this standard will have on its financial statements.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES, JUDGMENT, ESTIMATES AND ASSUMPTIONS (CONTINUED)

New accounting standards adopted during the period

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company adopted IFRS 9 on September 1, 2018 retrospectively and no differences of any significance have been noted in relation to the adoption of the standard.

New standard IFRS 15 "Revenue from Contracts with Customers"

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service. This standard was adopted on September 1, 2018 and did not have an impact on the financial statements.

4. MARKETABLE SECURITIES

During the period ended May 31, 2019, the Company purchased 336,673 units of Roadman Investments Corp. (formerly Urban Select Capital Corporation) at a price of $0.075 per unit for an acquisition date fair value of $25,250. At May 31, 2019, the shares had a fair value of $23,567 and the Company has recognized an unrealized loss of $1,683.

5. EXPLORATION AND EVALUATION ASSETS

		Nevada Claims, USA
Balance – August 31, 2017 and 2018	**$**	**-**
Acquisition costs		98,500
Consulting and professional		56,905
Field equipment and supplies		4,110
Field work		28,085
Geological analysis		39,110
Office and travel		12,260
Balance – May 31, 2019	**$**	**238,970**

5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Nevada Claims, USA

In December 2018, the Company entered into an option agreement with Kokanee Placer Two Ltd. ("Kokanee"). Pursuant to the agreement, Kokanee granted the Company an option to earn an 80% interest in certain mineral claims in Nevada, USA for consideration of the following:

i) Cash payment of $50,000 USD (paid);
ii) Issuance of 1,000,000 shares on or before January 31, 2019 (issued with a fair value of $30,000);
iii) $75,000 USD in exploration expenditures are incurred on or before September 1, 2019 (incurred); and
iv) Cash payment of $75,000 USD on or before December 31, 2019.

Kokanee further grants the Company an option to purchase up to an additional 20% interest in the mineral claims for a three-year period from December 4, 2018 in consideration of the following:

i) Cash payments of $1,000,000 USD for each additional 5% interest in the mineral claims for up to $4,000,000 USD; or
ii) The second option may be exercised in four stages to attain further 15% legal and beneficial interest in the mineral claims by the Company making further payments of $3,000,000 USD for each 5% interest for a total of $12,000,000 USD. Upon the full exercise of the second option, a 1.5% gross overriding royalty shall be entitled to an option to repurchase up to 1% of the royalty thereby reducing the royalty to a 0.5% gross overriding return, which may be exercisable at any time, upon the Company giving Kokanee notice of exercise together with $500,000 USD for each 0.5% gross overriding return for an aggregate of $1,000,000 USD.

As at May 31, 2019, the Company has advanced aggregate funds of $28,000 (August 31, 2018 - $nil) for future exploration work on the property.

6. SHARE CAPITAL

(a) Authorized – unlimited common and preferred shares without par value

(b) Issued and outstanding: 17,040,001

Share transactions for the period ended May 31, 2019:

- 8,699,999 shares were issued at $0.03 per share for gross proceeds of $261,000.
- 1,000,000 shares were issued at a fair value of $30,000 for an exploration and evaluation asset.
- 1,590,000 shares were issued at $0.05 per share for gross proceeds of $79,500.
- 650,000 shares were issued at $0.10 per share for gross proceeds of $65,000.

There were no share issuances or stock options and warrants outstanding during the year ended August 31, 2018.

Stock options

The Company's plan allows the directors to grant stock options to directors, officers, employees and consultants to purchase up to a total of 10% of the issued and outstanding common shares. No stock option granted under the plan is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee.

6. SHARE CAPITAL (CONTINUED)

During the period ended May 31, 2019, the Company approved the grant of incentive stock options to its directors to purchase up to 500,000 common shares in the capital of the Company, exercisable at a price of $0.10 per share on or before five years after listing its shares on the Canadian Securities Exchange (“CSE”), vesting immediately on the listing date. The grant becomes effective on the date of listing the Company’s shares on the CSE. The total fair value of the options was calculated as $44,415 out of which $7,654 was recognized during the period. The fair value of each option granted has been estimated as of the date of the grant using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 1.36%, dividend yield 0%, an expected volatility of 141.56%, weighted average exercise price of $0.10 and expected term of 5 years, equal to the full life of the options as the Company does not expect any options to be exercised.

7. RELATED PARTY TRANSACTIONS

During the period ended May 31, 2019 and 2018, the Company was involved in the following related party transactions:

a) Incurred management fees of $47,250 (2018 - $47,250) to a company controlled by a director of the Company.
b) Incurred consulting fees of $8,334 (2018 - $Nil) to an officer of the Company.
c) Incurred consulting fees of $8,333 (2018 - $Nil) to a director of the Company.
d) As at May 31, 2019, there is $171,450 (August 31, 2018 – $124,200) due to a company controlled by a director of the Company.
e) As at May 31, 2019, there is $33,333 (August 31, 2018 - $nil) included in prepaid expenses to a director and officer of the Company for future consulting services.
f) During the period ended May 31, 2019, the Company granted stock options to its directors valued at $44,415 of which $7,654 was recognized during the period ended May 31, 2019.

During the periods ended May 31, 2019 and 2018, a company for which Mr. Farrage is the Chief Executive Officer agreed to postpone the payment due date of $171,450 (August 31, 2018 – $124,200) until that date which is 13 months from the date that the Company’s common shares are listed and called for trading on the Canadian Securities Exchange (“CSE”). The amounts owing by the Company are non-interest bearing. Notwithstanding such postponement, the Company may pre-pay all or any part of the debt without penalty before such payment due date. The amounts have been classified as long term liabilities on the statements of financial position as at May 31, 2019 and August 31, 2018.

8. MANAGEMENT OF CAPITAL

The Company defines its capital as all components of shareholders’ equity. The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern.

In order to maintain its capital structure, the Company, is dependent on equity funding and when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company’s approach to managing capital during the period.

9. FINANCIAL INSTRUMENTS AND RISKS

Fair Value

As at May 31, 2019, the Company's financial instruments consist of cash, loan receivable and due to related party. The fair value of all financial instruments approximate their carrying values. Cash, loan receivable and due to related party are classified as amortized cost.

The Company's financial instruments are exposed to a number of risks that are summarized below:

Credit Risk
Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost.

The Company's approach to managing liquidity is to ensure that it will always have sufficient cash to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Company's reputation. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions. The Company manages its liquidity risk by continuously monitoring cash flow requirements relating to its anticipated exploration and evaluation activities as well as general overhead requirements. Liquidity risk is assessed as high.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company does not have any cash or variable interest loans, management considers the interest rate risk to be minimal.

Foreign Exchange Risk
Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars. In management's opinion there is no material foreign exchange risk to the Company.

10. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration and development of exploration and evaluation assets.

ELMIRA CAPITAL INC.

FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

For the years ended August 31, 2018 and 2017

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Directors of Elmira Capital Inc.

We have audited the accompanying financial statements of Elmira Capital Inc., which comprise the statements of financial position as at August 31, 2018, and 2017, and the statements of operations and comprehensive loss, cash flows and changes in deficit for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Elmira Capital Inc. as at August 31, 2018, and 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Elmira Capital Inc.'s ability to continue as a going concern.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
September XX, 2019

ELMIRA CAPITAL INC.

Statements of Financial Position
(Expressed in Canadian dollars)

	August 31, 2018	August 31, 2017
ASSETS		
TOTAL ASSETS	$ -	$ -
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 18,701	$ 18,701
Long-term liabilities		
Due to related party *(Note 7)*	124,200	61,200
TOTAL LIABILITIES	142,901	79,901
SHAREHOLDERS' DEFICIT		
Capital stock *(Note 6)*	112,000	112,000
Deficit	(254,901)	(191,901)
TOTAL SHAREHOLDERS' DEFICIT	(142,901)	(79,901)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$ -	$ -

Nature and continuance of operations (Note 1)
Subsequent events (Note 12)

The financial statements are signed on the Company's behalf by:

"Paul Smith"

Director

"Leonard Senft"

Director

ELMIRA CAPITAL INC.

Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended August 31, 2018	Year ended August 31, 2017
EXPENSES		
Accounting and audit	$ -	$ 3,701
Management fees *(Note 7)*	63,000	63,000
Write-off of exploration and evaluation assets *(Note 5)*	-	85,000
Loss and comprehensive loss for the year	$ (63,000)	$ (151,701)
Basic and diluted loss per share	$ (0.01)	$ (0.03)
Weighted average number of shares outstanding – basic and diluted	5,100,002	5,100,002

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

ELMIRA CAPITAL INC.

Statements of Cash Flows

(Expressed in Canadian dollars)

	Year ended August 31, 2018	Year ended August 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (63,000)	$ (151,701)
Items not involving cash:		
Write-off of exploration and evaluation assets	-	85,000
Accrued management fees	63,000	63,000
Changes in non-cash operating working capital:		
Accounts payable and accrued liabilities	-	3,701
Net cash used in operating activities	-	-
Change in cash	-	-
Cash, beginning	-	-
Cash, ending	$ -	$ -

There were no supplemental cash flow disclosures for the years ended August 31, 2018 and 2017.

ELMIRA CAPITAL INC.

Statement of Changes in Deficit

(Expressed in Canadian dollars)

	Number of shares	Capital Stock	Deficit	Total Equity (Deficit)
Balance as at August 31, 2016	5,100,002	$ 112,000	$ (40,200)	$ 71,800
Comprehensive loss for the year	-	-	(151,701)	(151,701)
Balance as at August 31, 2017	5,100,002	112,000	(191,901)	(79,901)
Comprehensive loss for the year	-	-	(63,000)	(63,000)
Balance as at August 31, 2018	5,100,002	$ 112,000	$ (254,901)	$ (142,901)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Elmira Capital Inc. (the "Company") was incorporated on August 22, 2014 under the Business Corporation Act of British Columbia. The head office of the Company is 5623 145A Street, Surrey, B.C. V3S 8E3. The Company is a junior exploration company.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at August 31, 2018, the Company has not generated any revenues from operations, has a working capital deficiency of $18,701 and an accumulated deficit of $254,901. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

If the going concern assumption is not appropriate for these financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses, and the classifications used could be material.

2. BASIS OF PREPARATION

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

The Company’s functional and reporting currency is the Canadian Dollar. The financial statements were prepared and approved for issuance by the Board of Directors on September XX, 2019.

These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting.

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

3. SIGNIFICANT ACCOUNTING JUDGMENT, ESTIMATES AND ASSUMPTIONS

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

Significant areas where management’s judgement has been applied include:

- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, *Provisions, contingent liabilities and contingent assets*;
- The assessment of the Company’s ability to continue as a going concern and whether there are events or conditions that may give rise to a significant uncertainty;
- The classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses and the recoverability of exploration and evaluation expenditures.

3. SIGNIFICANT ACCOUNTING JUDGMENT, ESTIMATES AND ASSUMPTIONS (CONTINUED)

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the value of share based payments, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

4. SIGNIFICANT ACCOUNTING POLICIES

a) Foreign Currency Translation

The Company's presentation currency and the functional currency of all of its operations is the Canadian dollar as this is the principal currency in which funds from financing activities are generated and receipts from operating activities are usually retained.

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 translated 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. 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.

b) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amount of cash and subject to an insignificant risk of change value.

c) Impairment of Non-Financial Assets

At the end of each reporting period, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d) Financial Instruments

The Company’s financial instruments consist of cash and due to related party. Cash is classified as fair value through profit or loss and recorded at fair value. The fair value of cash is equal to their carrying value due to their short-term maturity.

Financial assets

Financial assets are classified as into one of the following categories based on the purpose for which the asset was acquired. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payment that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company’s management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

Impairment on financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if and only if there is objective evidence of impairment as a result of one or more events, that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d) Financial Instruments (Continued)

Objective evidence of impairment could include the following:

- Significant financial difficulty of the issuer or counterparty;
- Default or delinquency in interest or principal payments; or
- It has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of all financial assets is directly reduced by the impairment loss. For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Derecognition of financial assets

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the balance sheet at fair value with changes in fair value recognized in profit and loss.

Other financial liabilities – This category includes accounts payables and accrued liabilities and due to related parties, which is recognized at amortized cost.

e) Interest-Bearing Loans and Other Borrowings

Interest-bearing loans and other borrowings are recognized initially at fair value less related transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in profit and loss over the period of borrowings on an effective interest basis.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

f) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

g) 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 items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at 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 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.

h) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase warrants are recognized as a deduction from equity, net of any tax effects.

i) 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. Diluted earnings/loss per share does not adjust the loss attributable to common shareholders or the weight average number of common shares outstanding when the effect is anti-dilutive.

j) 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.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

l) Exploration and Evaluation Assets

The Company's exploration and evaluation assets consist of mineral rights acquired and exploration and evaluation expenditure capitalized in respect of projects that are at the exploration and evaluation stage.

No amortization charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development assets in property, plant and equipment upon the commencement of mine development.

Exploration and evaluation expenditure in the relevant area of interest comprises costs which are directly attributable to:

- Acquisition;
- Surveying, geological, geochemical and geophysical;
- Exploratory drilling;
- Land maintenance;
- Sampling; and
- Assessing technical feasibility and commercial viability.

Exploration and evaluation expenditure related to an area of interest where the Company has tenure are capitalized as intangible assets and are initially recorded at cost less impairment.

Exploration and evaluation expenditure also includes the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operational activities in the relevant area of interest.

Where the Company has entered into option agreements to acquire interests in mineral properties that require periodic share issuances, amounts un-issued are not recorded as liabilities since they are issuable entirely at the Company's option. Option payments are recorded as mineral property costs when the payments are made and share issuances are recorded as mineral property costs using the fair market value of the Company's common shares at the date of the issuance.

All capitalized exploration and evaluation expenditure is assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount. The following circumstances indicate that an entity should test exploration and evaluation assets for impairment:

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

In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the period.

(Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

m) Share-Based Payment

The Company may grant stock options to buy common shares of the Company to directors, officers, employees and consultants. The board of directors grants such options for periods of up to five years, with vesting periods determined at its sole discretion.

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 that the employees earn 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.

n) New standards, amendments and interpretations not yet effective

IFRS 9 "Financial Instruments"
This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company does not expect the adoption of IFRS 9 to have a material effect on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

5. EXPLORATION AND EVALUATION ASSETS

		Gombero West
Balance – August 31, 2016	$	85,000
Write-off		(85,000)
Balance – August 31, 2017 and 2018	$	-

5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Gombero West Property, Tanzania

The Company entered into a sub-option agreement with AFGF Holdings (Tanzania) Ltd. ("AFGF") and True Zone Resources Inc. ("True Zone") dated September 26, 2014. AFGF is a private company existing under the laws of Tanzania. AFGF represented and warranted that it had acquired a 100% legal and beneficial interest in a prospecting licenses 6903/2011 & 6905/2011 located in the Handeni Kilindi Regional district of Tanzania. The prospecting licenses were issued February 28, 2011 and transferred in June 2011 to AFGF and grants rights for a period of 48 months to carry on prospecting operations. The prospecting licenses are renewable for a further 36 months.

Pursuant to the agreement, True Zone granted the Company an option to earn an 80% interest in the Gombero West Property, an allocated portion of the prospecting licenses referenced previously, free and clear of all encumbrances if $25,000 is paid to AFGF (paid) and the following are satisfied:

a) 500,000 shares are issued to True Zone on or before the date that is one year from the date of the sub-option agreement (deferred);
b) $75,000 in exploration expenditures are incurred within one year from the date of the sub-option agreement (deferred - $60,000 incurred); and
c) An additional $75,000 in exploration expenditures within two years from the date of the sub-option agreement (deferred).

In September 2016, the Company entered into a mineral property option agreement with AFGF, which supersedes the previous agreement. AFGF represented and warranted that it had acquired a 100% legal and beneficial interest in prospecting license 11043/2016 located in the Handeni Kilindi Regional district of Tanzania. The prospecting licenses were issued September 19, 2016 and transferred on September 27, 2016 to AFGF and grants rights for a period of 48 months to carry on prospecting operations. The prospecting licenses are renewable for a further 36 months.

Pursuant to the agreement, AFGF granted the Company an option to earn an 80% interest in the Gombero West Property, an allocated portion of the prospectus license referenced above, free and clear of all encumbrances if $25,000 is paid to AFGF (paid) and the following are satisfied:

a) 500,000 shares are issued to AFGF on or before September 26, 2017 (deferred);
b) $75,000 in exploration expenditures are incurred on or before September 26, 2016 (deferred - $60,000 incurred); and
c) An additional $75,000 in exploration expenditures on or before December 31, 2016 (deferred).

AFGF further granted the Company an option to purchase up to an additional 20% interest in the Gombero West Property upon exercise of the option by the Company to earn an 80% interest in the property. The second option may be fully exercised to attain a further 20% legal and beneficial interest in the property (for an aggregate of up to 100% legal and beneficial interest in the property) for a 3 year period from the execution of the agreement in consideration for further payments of:

a) $1,000,000 for each additional 5% interest in the property for up to $4,000,000; or
b) $3,000,000 for an additional 15% interest in the property whereby the Company may at its discretion, pay a further $1,000,000 for a 3% net smelter return royalty. The Company shall be entitled to repurchase up to 2% of the royalty at any time upon payment of $1,000,000 for each 1% net smelter return for an aggregate of up to $2,000,000.

During the year ended August 31, 2017, the Company terminated all option agreements noted above and accordingly wrote-off the related exploration and evaluation asset expenditures of $85,000.

6. SHARE CAPITAL

(a) Authorized – unlimited common and preferred shares without par value

(b) Issued and outstanding: 5,100,002

There were no share issuances or stock options and warrants outstanding during the years ended August 31, 2018 and 2017.

Stock options

The Company's plan allows the directors to grant stock options to directors, officers, employees and consultants to purchase up to a total of 10% of the issued and outstanding common shares. No stock option granted under the plan is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee.

7. RELATED PARTY TRANSACTIONS

During the year ended August 31, 2018, the Company incurred $63,000 (2017 - $63,000) in management fees from a company controlled by a director of the Company.

As at August 31, 2018, there is $124,200 (2017 – $61,200) due to a company controlled by a director of the Company. These amounts are non-interest bearing.

During the years ended August 31, 2018 and 2017, a company for which Mr. Farrage is the Chief Executive Officer agreed to postpone the payment due date of $124,200 (2017 – $61,200) until that date which is 13 months from the date that the Company's common shares are listed and called for trading on the Canadian Securities Exchange ("CSE"). The amounts owing by the Company are non-interest bearing. Notwithstanding such postponement, the Company may pre-pay all or any part of the debt without penalty before such payment due date. The amounts have been classified as long term liabilities on the statements of financial position as at August 31, 2018 and 2017.

8. MANAGEMENT OF CAPITAL

The Company defines its capital as all components of shareholders' equity. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern.

In order to maintain its capital structure, the Company, is dependent on equity funding and when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares. The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Company is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company's approach to managing capital during the year.

9. FINANCIAL INSTRUMENTS AND RISKS

Fair Value

As at August 31, 2018, the Company's financial instruments consist of cash and due to related party. The fair value of all financial instruments approximate their carrying values. Cash and due to related party are classified as loans and receivables.

The Company's financial instruments are exposed to a number of risks that are summarized below:

Credit Risk
Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost.

The Company's approach to managing liquidity is to ensure that it will always have sufficient cash to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Company's reputation. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions. The Company manages its liquidity risk by continuously monitoring cash flow requirements relating to its anticipated exploration and evaluation activities as well as general overhead requirements. Liquidity risk is assessed as high.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company does not have any cash or variable interest loans, management considers the interest rate risk to be minimal.

Foreign Exchange Risk
Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars. In management's opinion there is no material foreign exchange risk to the Company.

(Expressed in Canadian Dollars)

10. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration and development of exploration and evaluation assets.

11. INCOME TAX

A reconciliation of the expected income recovery to the actual income tax recovery is as follows:

	2018	2017
Loss for the year	$ (63,000)	$ (151,701)
Statutory tax rate	27%	27%
Expected income tax recovery	(17,010)	(40,959)
Effect of change in tax rate	-	(402)
Change in valuation allowance	17,010	41,361
Deferred income tax recovery	$ -	$ -

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	August 31, 2018	August 31, 2017
Loss carry-forwards	$ 68,823	$ 51,813
	$ 68,823	$ 51,813

The tax pools relating to these deductible temporary differences expire as follows:

	Loss carry-forwards
2034	$ 6
2035	25,124
2036	15,070
2037	151,701
2038	63,000
	$ 254,901

12. SUBSEQUENT EVENTS

Subsequent to the year ended August 31, 2018, the Company:

a) Approved the grant of incentive stock options to its directors to purchase up to 500,000 common shares in the capital of the Company, exercisable at a price of $0.10 per share on or before five years after listing its shares on the CSE, vesting immediately on the listing date.

b) Issued 10,939,999 shares for proceeds of $405,500 for multiple financings at $0.03; $0.05 and $0.10 per share.

c) Entered into an option agreement with Kokanee Placer Two Ltd. ("Kokanee") dated December 4, 2018. Pursuant to the agreement, Kokanee granted the Company an option to earn an 80% interest in certain mineral claims in Nevada, USA for consideration of the following:

   i) Cash payment of $50,000 USD (paid subsequently);
   ii) Issuance of 1,000,000 shares on or before January 31, 2019 (subsequently issued at a value of $30,000);
   iii) $75,000 USD in exploration expenditures are incurred on or before September 1, 2019 (incurred subsequently); and
   iv) Cash payment of $75,000 USD on or before December 31, 2019.

   Kokanee further grants the Company an option to purchase up to an additional 20% interest in the mineral claims for a three-year period from December 4, 2018 in consideration of the following:

   i) Cash payments of $1,000,000 USD for each additional 5% interest in the mineral claims for up to $4,000,000 USD; or
   ii) The second option may be exercised in four stages to attain further 15% legal and beneficial interest in the mineral claims by the Company making further payments of $3,000,000 USD for each 5% interest for a total of $12,000,000 USD. Upon the full exercise of the second option, a 1.5% gross overriding royalty shall be entitled to an option to repurchase up to 1% of the royalty thereby reducing the royalty to a 0.5% gross overriding return, which may be exercisable at any time, upon the Company giving Kokanee notice of exercise together with $500,000 USD for each 0.5% gross overriding return for an aggregate of $1,000,000 USD.

CERTIFICATE OF THE ISSUER

Dated: November 21, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by Prospectus as required by the securities legislation of British Columbia and Alberta.

"Souhail Abi-Farrage" Souhail Abi-Farrage President, CEO and Director	*"Abbey Abdiye"* Abbey Abdiye CFO

ON BEHALF OF THE BOARD OF DIRECTORS OF THE ISSUER

"Souhauil Abi-Farrage" Souhail Abi-Farrage Director	*"Leonard Vern Senft"* Leonard Vern Senft Director

"Paul Smith"
Paul Smith
Director

CERTIFICATE OF THE PROMOTER

Dated: November 21, 2019

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

"Souhail Abi-Farrage"
Souhail Abi-Farrage

CERTIFICATE OF THE AGENT

Dated: November 21, 2019

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

PI FINANCIAL CORP.

"Jim Locke"
Per: Authorized Signatory