A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario 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 this prospectus is obtained from the securities regulatory authorities.

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

*These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements from the U.S. Securities Act and any applicable state securities laws. This Prospectus (as defined herein) does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States to, or for the account or benefit of, a U.S. Person. See "Plan of Distribution".*

PRELIMINARY PROSPECTUS
INITIAL PUBLIC OFFERING

March 24, 2020

CLARITY GOLD CORP.

223 – 1231 Pacific Boulevard
Vancouver, BC V6Z 0E2

Minimum of 4,200,000 Common Shares and Up to a Maximum of 6,000,000 Common Shares
Price: $0.175 per Common Share
Minimum of $735,000 and up to a Maximum of $1,050,000

Clarity Gold Corp. (the "**Company**") is offering (the "**Offering**") to purchasers resident in British Columbia, Alberta and Ontario, through its agent, Leede Jones Gable Inc. (the "**Agent**"), on a commercially reasonable efforts basis, a minimum of 4,200,000 and a maximum of 6,000,000 common shares in the capital of the Company (each, a "**Common Share**") at a price of $0.175 per Common Share (the "**Offering Price**") for minimum gross proceeds of $735,000 and maximum gross proceeds of $1,050,000. The Offering Price was determined by negotiation between the Agent and the Company in accordance with applicable policies of the Canadian Securities Exchange (the "**Exchange**"). See "*Plan of Distribution*".

	Price to Public[(1)]	**Underwriting Discounts or Commission**[(1)]	**Net Proceeds to the Company**[(2)(3)]
Per Common Share	$0.175	$0.016	$0.159
Minimum Offering	$735,000	$66,150	$668,850
Maximum Offering	$1,050,000	$94,500	$955,500

(1) The Agent shall receive a cash commission (the "**Agent's Commission**") equal to 9% of the total gross proceeds of the Offering and non-transferable options (each, an "**Agent's Option**") to purchase such number of Common Shares as is equal to 9% of the number of Common Shares sold under the Offering, each of which will be exercisable into one Common Share at a price of $0.175 per Common Share for a period of 24 months from the date of the closing of the Offering (the "**Closing**"). The Agent's Options are also qualified under this Prospectus. In addition, the Company has agreed to reimburse the Agent for all reasonable expenses incurred in connection with the Offering, towards which it has paid a deposit of $26,000 (without GST) (the "**Due Diligence Deposit**"), from which those expenses are to be deducted. The Company has also agreed to pay the Agent a corporate finance fee of $50,000 plus applicable GST (the "**Corporate Finance Fee**"), of which $26,250 has been paid, with the remaining $26,250 payable at the Closing. See "*Plan of Distribution*".

(2) Amounts are before deducting the costs of this issue, which are estimated at $132,350, and include: the balance of the Corporate Finance Fee that remains unpaid ($26,250); legal fees ($30,000); audit fees ($15,000); the Agent's expenses and the Agent's legal fees ($25,000); the Agents review

of the Technical Report (as defined herein) ($1,000); listing fees payable to the Exchange ($15,000); fees payable to CDS (as defined herein) ($5,000); fees payable to the Transfer Agent (as defined herein) ($5,000); miscellaneous fees ($5,000); and filing fees payable to the BCSC (as defined herein) ($3,000) and the ASC (as defined herein) ($2,100). See "*Use of Proceeds*".

(3) The Company has granted to the Agent an option (the "**Greenshoe Option**"), exercisable by the Agent for a period of up to thirty days from the date of Closing, to purchase up to an additional 15% of the number of Common Shares sold under the Offering at the Offering Price to cover over-allotments, if any. In the event the Agent exercises the Greenshoe Option in full, the total offering proceeds will be $1,207,500, the total Agent's Commission will be $108,675 and the net proceeds to the Company will be $1,098,825. The grant of the Greenshoe Option and the distribution of the Common Shares issued or sold pursuant to the exercise of the Greenshoe Option are qualified for distribution under this Prospectus. See "*Plan of Distribution*".

The Agent (including any registered sub-agents who assist the Agent in the distribution of the Common Shares), as exclusive agent for the purposes of the Offering, conditionally offers the Common Shares, on a commercially reasonable efforts basis, if, as and when issued and delivered by the Company and accepted by the Agent in accordance with the terms and conditions contained in the Agency Agreement (as defined herein). See "*Plan of Distribution*".

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

The completion of the Offering is subject to a minimum subscription of Common Shares for aggregate gross proceeds of $735,000. The Offering will not be completed and the Agent will hold in trust all subscription funds that may be advanced to the Agent in respect of the Offering, and no subscription funds will be advanced to the Company, unless and until the minimum subscription of $735,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

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

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

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

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business, its present stage of development and other risk factors. Investors should not invest any funds in the Offering unless they can afford to lose their entire investment. See "*Risk Factors*".

Investors should consider an investment in the securities of the Company to be speculative and should review the risk factors outlined on page 74 of this Prospectus.

The Company is not a related issuer to the Agent or a connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). Members of the professional group of the Agent hold, in the aggregate, ♦

Common Shares of the Company or ♦% of the issued and outstanding Common Shares as of the date of this Prospectus. Upon closing of the Minimum Offering and Maximum Offering, the members of the professional group of the Agent would hold ♦% and ♦% of the issued and outstanding Common Shares, respectively. See "*Relationship between the Company and Agent*".

The following table summarizes the securities to be granted by the Company to the Agent in connection with the Closing:

Agent's Position	Maximum Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Greenshoe Option[(1)]	900,000[(2)]	Up to 30 days after the date of Closing	$0.175
Agent's Options[(3)]	540,000[(4)]	24 months from the date of Closing	$0.175

(1) The Common Shares issued or sold pursuant to the exercise of the Greenshoe Option will not be retained by the Agent, but are to be issued to cover over-allotted subscriptions received from subscribers.

(2) Assuming the Greenshoe Option is exercised in full by the Agent.

(3) The Agent's Options are qualified under this Prospectus. See "*Plan of Distribution*".

(4) Assuming completion of the Maximum Offering (621,000 in the event the Greenshoe Option is exercised in full by the Agent).

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

Leede Jones Gable Inc.
Suite 1800, 1140 West Pender Street
Vancouver, BC V6E 4G1
Telephone: (604) 658-3000
Facsimile: (604) 658-3099

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GLOSSARY OF DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires. Expressions used in this Prospectus and other terms and expressions may be defined throughout this Prospectus.

"Agency Agreement"	the agency agreement dated ♦, 2020 between the Company and the Agent, providing that the Agent, on behalf of the Company, conditionally offers the Common Shares, on a commercially reasonable efforts basis.
"Agent"	Leede Jones Gable Inc.
"Agent's Commission"	the cash commission equal to 9% of the total gross proceeds of the Offering payable to the Agent on Closing.
"Agent's Options"	the non-transferable options to be granted to the Agent or its sub-agents, if any, to purchase such number of Common Shares as is equal to 9% of the number of Common Shares sold under the Offering, each of which will be exercisable into one Common Share at a price of $0.175 per Common Share at any time until the date that is 24 months from the Closing.
"AMI"	means the 5 km area of influence measured from the outside the perimeter of the mineral claims that comprise the Property, excluding any mineral claims held by third parties.
"Articles"	the articles of the Company.
"ASC"	Alberta Securities Commission
"Author"	Rory Kutluoglu, B.Sc., P.Geo., an independent consulting geologist.
"BCBCA"	the *Business Corporations Act* (British Columbia).
"BCSC"	the British Columbia Securities Commission.
"Board"	the board of directors of the Company.
"Buyback Right"	means the right of the Company to repurchase 1% of the Royalty from the Optionor for a purchase price of $1,500,000 prior to the commencement of Commercial Production.
"CDS"	CDS Clearing and Depository Services Inc.
"CEO"	Chief Executive Officer.
"CFO"	Chief Financial Officer.
"Closing"	the closing of the Offering.
"Commercial Production"	the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations).
"Common Shares"	the common shares in the capital of the Company without par value.

"Company"	Clarity Gold Corp., a corporation incorporated under the BCBCA.
"Corporate Finance Fee"	the corporate finance fee of $50,000 plus applicable GST payable to the Agent, 50% of which was paid upon entry into the Engagement Letter and the balance of which is payable at the Closing.
"Due Diligence Deposit"	the deposit of $26,000 (without GST) payable to the Agent, which was paid upon entry into the Engagement Letter.
"Engagement Letter"	the engagement letter dated January 23, 2020 between the Company and the Agent.
"Escrow Agent"	National Securities Administrators Ltd.
"Escrow Agreement"	the escrow agreement dated ♦, 2020 among the Company, the Escrow Agent and the holders of the Escrow Securities.
"Escrow Securities"	the 2,750,000 Common Shares to be deposited into escrow pursuant to the Escrow Agreement.
"Escrow Securityholders"	the securityholders of the Company whose Escrow Securities are subject to the Escrow Agreement.
"Exchange"	the Canadian Securities Exchange.
"Greenshoe Option"	the option granted by the Company to the Agent to purchase up to an additional 15% of the Offering at the Offering Price to cover over-allotments, if any, exercisable for a period of up to thirty days from the date of Closing.
"Listing Date"	the date on which the Common Shares are listed for trading on the Exchange.
"Longford Exploration"	Longford Exploration Services Ltd., a company controlled by James Rogers, the CEO and a director of the Company.
"Longford Exploration Consulting Agreement"	means the consulting agreement dated October 31, 2019 between the Company and Longford Exploration.
"Maximum Offering"	the offering of 6,000,000 Common Shares at a price of $0.175 per Common Share pursuant to this Prospectus.
"Minimum Offering"	the offering of 4,200,000 Common Shares at a price of $0.175 per Common Share pursuant to this Prospectus.
"MD&A"	management's discussion and analysis.
"MTO"	British Columbia's Mineral Titles Online.
"NI 41-101"	National Instrument 41-101 – *General Prospectus Requirements*.
"NI 43-101"	National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
"NP 46-201"	National Policy 46-201 – *Escrow for Initial Public Offerings*.
"NI 52-110"	National Policy 52-110 – *Audit Committees*.

"NTS"	National Topographic System.
"Offering"	the offering of a minimum of 4,200,000 Common Shares up to a maximum of 6,000,000 Common Shares at a price of $0.175 per Common Share pursuant to this Prospectus, subject to the Greenshoe Option.
"Offering Price"	$0.175 per Common Share.
"Option"	the option to acquire a 100% undivided right, title, ownership and beneficial interest in the Property granted by the Optionor pursuant to the terms of the Option Agreement, subject to the Royalty.
"Option Agreement"	the option agreement dated effective October 1, 2019 between the Company and the Optionor.
"Optionor"	Longford Capital Corp., a company incorporated under the laws of the BCBCA and controlled by James Rogers, the CEO and a director of the Company.
"Property"	the three unpatented mineral claims comprising a total of 5,401.36 hectares located in the Lillooet Mining Division, approximately 12 km south of Lillooet, British Columbia plus the AMI, which has been optioned by the Optionor to the Company pursuant to the terms and conditions of the Option Agreement, subject to the Royalty.
"Prospectus"	this preliminary prospectus dated March 24, 2020.
"Qualified Person"	means an individual who: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the Property and of the Technical Report; and (c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101.
"Royalty"	the 2% net smelter return royalty to be granted by the Company to the Optionor on exercise of the Option, payable following commencement of Commercial Production, subject to the Buyback Right.
"SEDAR"	System for Electronic Document Analysis and Retrieval.
"Stock Option Plan"	the stock option plan adopted by the Board on February 24, 2020.
"Technical Report"	the technical report of the Author dated March 24, 2020 entitled "National Instrument 43-101 Technical Report on the Empirical Property, Southern Interior, British Columbia, Canada" prepared in accordance with the requirements of NI 43-101.
"Transfer Agent"	National Securities Administrators Ltd.

"Transfer Agent Agreement"	the transfer agent, registrar and dividend disbursing agency agreement dated February 24, 2020 between the Company and the Transfer Agent.
"TSXV"	TSX Venture Exchange.
"Voluntary Escrow Agent"	Clark Wilson LLP.
"Voluntary Escrow Agreement"	the voluntary escrow agreement dated ♦, 2020 among the Company, the Voluntary Escrow Agent, and the holders of the Voluntary Escrow Securities.
"Voluntary Escrow Securities"	the 3,200,000 Common Shares deposited into escrow pursuant to the Voluntary Escrow Agreement.
"Voluntary Escrow Securityholders"	the securityholders of the Company whose Voluntary Escrow Securities are subject to the Voluntary Escrow Agreement.
"United States"	the United States of America and its territories and possessions.

CURRENCY

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

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

- Expectations generally regarding completion of this Offering, the ability to raise further capital for corporate purposes and the utilization of the net proceeds of the Offering.

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner to, those disclosed elsewhere herein and any other of the Company's concurrent public filings, and include the availability and final receipt of required approvals, licenses and permits, sufficient working capital to conduct future exploration activities, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, that exploration timetables and capital costs for the Company's exploration plans are not incorrectly estimated or affected by unforeseen circumstances or adverse weather conditions, that any environmental and other proceedings or disputes are satisfactorily resolved, and that the Company maintains its ongoing relations with its business partners and governmental authorities. While the Company considers these material factors and assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "*Risk Factors*". Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, that the Company has a limited operating history, resource exploration and development is a speculative business, the Company may lose or abandon its interest in the Property, the Property is in the exploration stage and is without known bodies of commercial ore, the Company may not be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on any of its properties, environmental laws and regulations may become more onerous, the Company's ability to raise additional funds by equity financing and the fluctuating price of metals, as well as the other factors discussed in the section of this Prospectus entitled "*Risk Factors*". Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to, update any forward looking information to reflect, among other things, new information or future events.

For the reasons set forth above, investors should not place undue reliance on forward looking statements.

This Prospectus includes many cautionary statements, including those stated under the heading "Risk Factors". You should read these cautionary statements as being applicable to all related forward-looking statements wherever they appear in this Prospectus.

NOTE TO INVESTORS

An investor should rely only on the information contained in this Prospectus and is not entitled to rely on certain parts of the information contained in this Prospectus to the exclusion of others. Neither the Company nor the Agent has authorized anyone to provide investors with additional or different information. Neither the Company nor the Agent is offering to sell these securities in any jurisdictions where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Common Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

TECHNICAL INFORMATION

Technical information relating to the Property contained in this Prospectus is derived from, and in some instances is an extract from, the Technical Report.

Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

PROSPECTUS SUMMARY

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

Principal Business of the Company

The Company is engaged in the business of exploration of mineral properties in Canada. Its objective is to locate and develop economic precious and base metals properties of merit. The Company has the right to earn a 100% undivided right, title, ownership and beneficial interest in the Property, subject to the Royalty, by issuing 2,000,000 Common Shares by October 22, 2019 (completed); paying $50,000 within five days of the Common Shares being approved for listing on a recognized stock exchange; incurring exploration expenses of $80,000 by October 1, 2020 (incurred); incurring exploration expenses in the amount of $200,000 by October 1, 2021; and granting the Royalty upon exercise of the Option. See "*General Development of the Business*".

Offering

The Company is offering a minimum of 4,200,000 and a maximum of 6,000,000 Common Shares at a price of $0.175 per Common Share for minimum gross proceeds of $735,000 and maximum gross proceeds of up to $1,050,000, subject to the Greenshoe Option, to the public in the Provinces of British Columbia, Alberta and Ontario. The Prospectus qualifies the distribution of the Common Shares and the Agent's Options. See "*Plan of Distribution*".

Agent's Commission

Under the terms of the Agency Agreement, the Company will pay the Agent the Agent's Commission, which will be a cash payment equal to 9% of the total gross proceeds of the Offering. In addition to the Agent's Commission, the Company will grant to the Agent such number of non-transferable Agent's Options as is equal to 9% of the number of Common Shares sold under the Offering exercisable at a price of $0.175 per Common Share for a period of 24 months following the Closing. The Company has also agreed to pay to the Agent the Corporate Finance Fee, the Due Diligence Deposit and pay for all reasonable expenses of the Agent in connection with the Offering, including those in excess of the Due Diligence Deposit. See "*Plan of Distribution*".

Funds Available and Principal Uses

Assuming the Minimum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $66,150 under the Minimum Offering (or $76,072.50 in the event the Greenshoe Option is exercised in full), are expected to be $536,500 (or $636,827.50 in the event the Greenshoe Option is exercised in full). Assuming the Maximum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $94,500 under the Maximum Offering (or $108,675 in the event the Greenshoe Option is exercised in full), are expected to be $823,150 (or $966,475 in the event the Greenshoe Option is exercised in full). As at February 29, 2020, the Company had working capital of approximately $24,326. Accordingly, the Company anticipates having minimum available funds of approximately $560,826 and maximum available funds of approximately $847,476 following the Closing.

The Company's estimated use of funds (assuming no exercise of the Greenshoe Option) for the twelve months following the Closing is as follows:

Use of Available Funds	Minimum Offering Amount ($)[1]	Maximum Offering Amount ($)[1]
Proposed Phase 1 exploration program as outlined in the Technical Report[2]	150,000	150,000

Use of Available Funds	Minimum Offering Amount ($)[1]	Maximum Offering Amount ($)[1]
General and administrative expenses for 12 months[3]	198,000	198,000
Unallocated working capital[4]	212,826	499,476
Total:	560,826	847,476

(1) The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. See "*Use of Proceeds*".

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

(3) Includes management fees of $144,000 payable to the Company's CEO and CFO; transfer agent fees of $4,000; legal fees of $20,000; audit fees of $5,000; travel expenses of $5,000; and Exchange and regulatory fees of $20,000.

(4) Any funds received upon exercise of the Greenshoe Option will be treated as unallocated working capital.

For additional information with respect to the use of proceeds, see "*General Development of the Business – Business of the Company*" and "*Use of Proceeds – Business Objectives and Milestones*". The Company intends to spend its available funds as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. See "*Use of Proceeds*".

Risk Factors

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company.

There is no guarantee that the Company will be able to meet its obligations under the Option Agreement. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; no established market; limited operating history; lack of operating cash flow; resale of shares; price volatility of publicly traded securities; market for securities; property interests; exploration, development and production risks; mineral resources and reserves; obtaining and renewing licenses and permits; no assurances; title risks, loss of interest in properties; uninsurable risks; additional funding requirements; dilution; First Nations land claims; environmental risks; regulatory requirements; volatility of mineral prices; offering price; infrastructure; risks associated with acquisitions; executive employee recruitment and retention; adverse general economic conditions; claims and legal proceedings; force majeure; uncertainty of use of proceeds; competition; conflicts of interest; dividends; litigation; reporting issuer status; tax issues; and operating hazards, risks and insurance. See the section entitled "*Risk Factors*" for details of these and other risks relating to the Company's business. **An investment in the Common Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in the Common Shares.**

Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the financial statements of the Company and notes thereto. The selected should be read in conjunction with the Company's audited financial statements for the period from incorporation on September 11, 2019 to December 31, 2019.

The Company has established December 31 as its financial year-end. See "*Management's Discussion and Analysis*" and "*Financial Statements*", as included elsewhere in this Prospectus:

	For the period from September 11, 2019 to December 31, 2019 (Audited) ($)
Total revenues	-
Loss for the Period	40,049
Total Assets	239,922
Total Liabilities	125,726
Shareholder’s Equity	114,196
Loss per share (basic and diluted)	0.02

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the BCBCA on September 11, 2019 under the name "1222991 B.C. Ltd." On November 1, 2019, the Company changed its name to "Clarity Gold Corp.".

The Company's head office is located at 223 – 1231 Pacific Boulevard, Vancouver, BC V6Z 0E2, and its registered office is located at 800-885 West Georgia Street, Vancouver, BC V6C 3H1.

Intercorporate Relationships

The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Company

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company's principal property, being the Property, which is in the exploration stage. To date, the Company has raised $185,500 through the sale of Common Shares. See "*Prior Sales*".

Option Agreement

The Company entered into the Option Agreement with the Optionor on October 1, 2019, whereby the Optionor granted the Company an option to acquire a 100% undivided right, title, ownership and beneficial interest in the Property, subject to the Royalty, consisting of three unpatented mineral claims totaling approximately 5,401.36 hectares, located in the Lillooet Mining Division, approximately 12km south of Lillooet, British Columbia, the particulars of which are described in greater detail below. The mineral claims are registered in the name of James Rogers and beneficially owned by the Optionor. The Optionor is not at arm's length to the Company. However, at the time of the Option Agreement's approval by the Board, James Rogers, the current CEO and a director of the Company, was not a director of the Company. Mr. Rogers was appointed as CEO and as a director of the Company on November 1, 2019.

In order to exercise the Option, the Company is required to: (i) pay cash of $50,000, (ii) issue 2,000,000 Common Shares (issued) and (iii) incur an aggregate minimum of $280,000 ($80,000 incurred) in exploration expenditures on the Property, in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred[(1)]
October 6, 2019		2,000,000 (completed)	-
October 1, 2020	-	-	$80,000 (completed)
October 1, 2021	-	-	$200,000
Within five days of the Common Shares being approved for listing on a stock exchange	$50,000	-	
TOTAL	**$50,000**	**2,000,000**	**$280,000**

(1) Excess expenditures from one year can be applied to the next. If there is a shortfall in exploration expenditures in any one year, the Option Agreement can be maintained in good standing by making a payment, in the equivalent cash, of the shortfall to the Optionor.

The Company's 100% undivided right, title, ownership and beneficial interest in the Property will be earned through the fulfillment of the obligations listed above. The Option Agreement grants the Company an option only. The Company is therefore not obligated to meet any of the above option obligations in the event that it chooses to terminate the Option Agreement and abandon the Property for any reason.

The Company may terminate the Option Agreement at any time on 30 days' prior written notice to the Optionor. Under such circumstances, the Optionor is entitled to retain any cash payments or Common Shares received by the Optionor prior to such termination. The Option Agreement will also terminate if the Company defaults on its obligations to make any payments, issue any shares or complete any exploration expenditures by the dates set out in the Option Agreement. Alternatively, the exercise of the Option can be accelerated by making all payments due to the Optionor. Neither the Optionor nor the Company may transfer its interest in the Option Agreement without the written consent of the other party, such consent not to be unreasonably withheld, provided the transferee agrees to abide by all the terms and conditions of the Option Agreement. If unexercised, the Option expires on December 30, 2021 or such other date as mutually agreed to by the Company and the Optionor.

Royalty

Upon exercise of the Option, the Company has agreed to grant the Royalty to the Optionor. The Royalty is a 2% net smelter return royalty granted by the Company to the Optionor, payable following commencement of commercial production. The Royalty is subject to the Buyback Right, which Buyback Right provides that the Company may reduce the Royalty from 2% to 1% at any time prior to commencement of Commercial Production on payment by the Company to the Optionor of $1,500,000.

Competitive Conditions

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

Government Regulation

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

Environmental Regulation

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

Other Property Interests and Mining Claims

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

Trends

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

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

NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral exploration properties. The Company intends on expending existing working capital and net proceeds raised from this Offering to pay the balance of the estimated costs of this Offering, to carry out exploration on the Property, to pay for administrative costs for the next twelve months and for general unallocated working capital. The Company may decide to acquire other properties in addition to the mineral property described below.

Empirical Property, Lillooet, in the Province of British Columbia

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

Property Description and Location

Location

The Property (Figure 1 below) is located 12 km south of Lillooet, British Columbia in the vicinity of Mount Brew. The Property is in the Lillooet Mining Division, on NTS map sheet 92I/12 and centred at approximately 50"53'N latitude North by longitude 121"8'West.

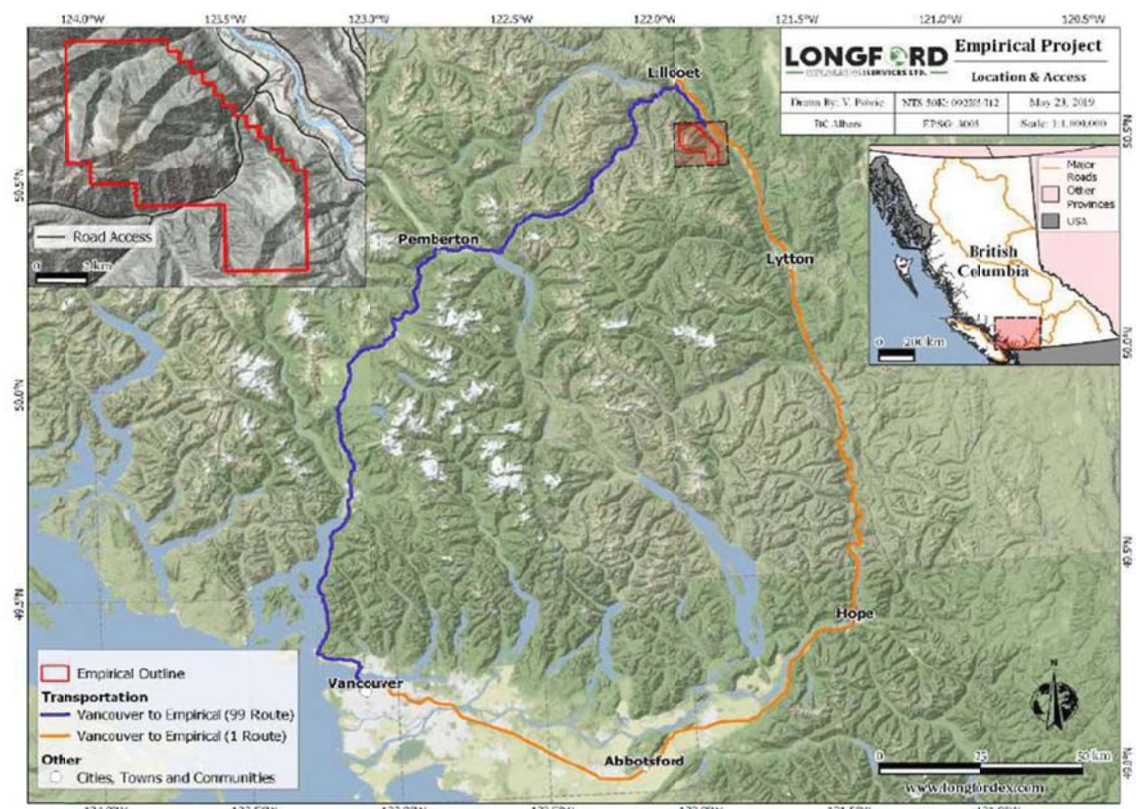


FIGURE 1 – Property Location and Access Map

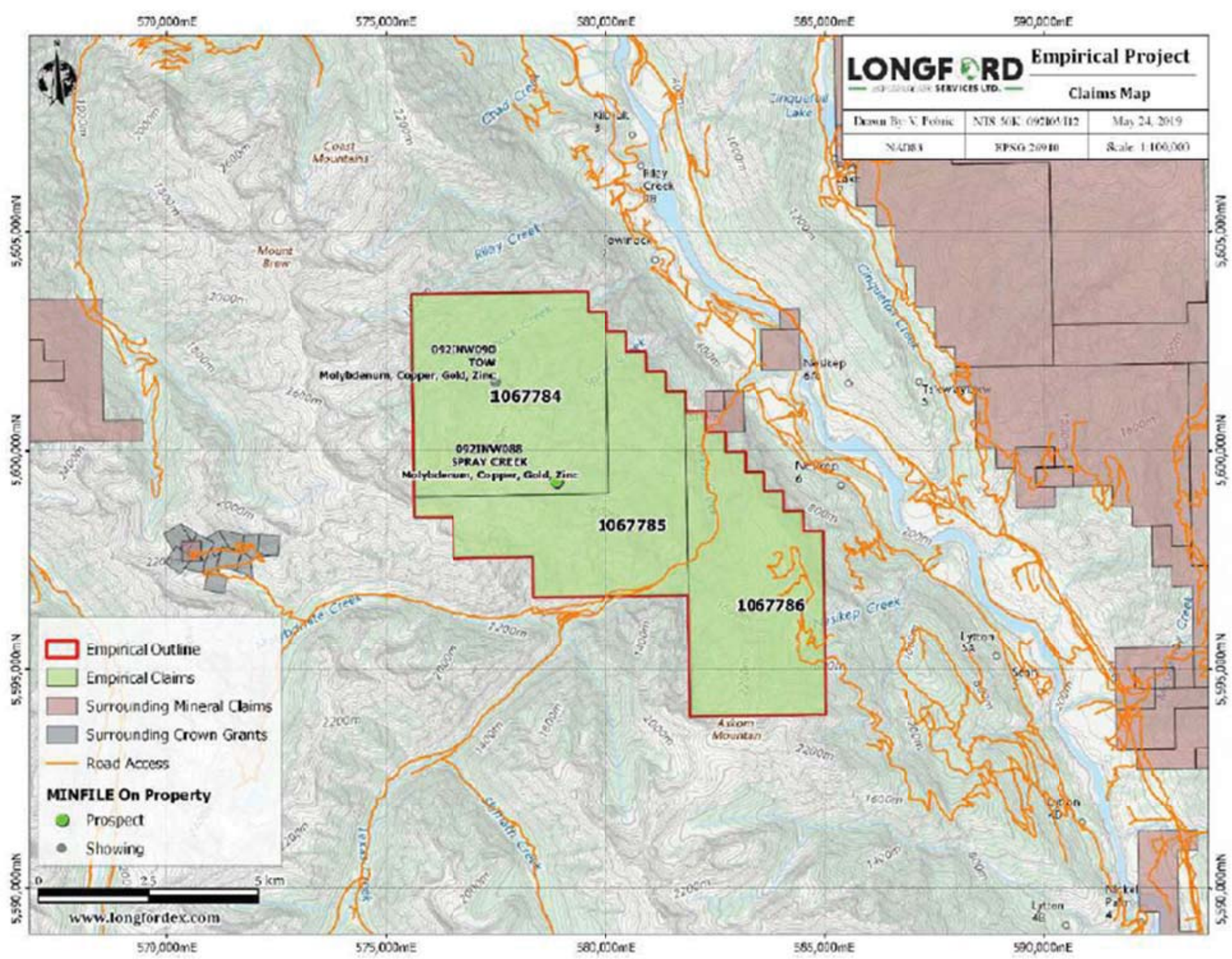
Mineral Titles

The Property consists of 3 unpatented mineral claims (Figure 2 below) located in the Lillooet Mining Division totalling 5,401.36 hectares. The claims are currently shown in the MTO as being owned 100% by James Rogers, the CEO and a director of the Company, who holds the claims in Bare Trust for the Optionor, the beneficial owner. The claims which comprise the Property are in good standing as of the date of this Prospectus (Table 1).

TABLE 1 – Mineral Claims of the Property

Title Number	Claim Name	Owner	Map Number	Issue Date	Good To Date	Area (ha.)
1067784	EMPIRICAL 1	James Rogers	092I	04/08/2019	04/08/2022	2,032.36
1067785	EMPIRICAL 2	James Rogers	092I	04/08/2019	04/08/2022	1,643.09
1067786	EMPIRICAL 3	James Rogers	092I	04/08/2019	04/08/2022	1,725.91
					Total:	5,401.36

FIGURE 2 – Property Mineral Claims



Mineral Rights in British Columbia

Mineral claims in British Columbia are subdivided into two major categories: placer and mineral. Both are acquired using the MTO system. The online MTO system allows clients to acquire and maintain (register work, payments, etc.) mineral and placer claims. Mineral titles can be acquired anywhere in the province where there are no other impeding interests (other mineral titles, reserves, parks, etc.).

The electronic Internet map allows you to select single or multiple adjoining grid cells. Cell sizes vary from approximately 21 hectares (457m x 463m) in the south to approximately 16 hectares at the north of the province. Cell size variance is due to the longitude lines that gradually converge toward the North Pole.

MTO will calculate the exact area in hectares according to the cells you select and calculate the required fee. The fee is charged for the entire cell, even though a portion may be unavailable due to a prior legacy title or alienated land. The fee for mineral claim registration is $1.75 per hectare.

Upon immediate confirmation of payment, the mineral rights title is issued and assigned a tenure number for the registered claim. Email confirmation of your transaction and title is sent immediately.

Rights to any ground encumbered by existing legacy claims will not be granted within the cell claim except through the conversion process. However, the rights held by a legacy claim or lease will accrue to the cell claim if the legacy claim or lease should terminate through forfeiture, abandonment, or cancellation, but not if the legacy claim is taken to lease. Similarly, if a cell partially covers land that is alienated (park, reserve etc.) or a reserve, no rights to the alienated or reserved land are acquired. But, if that alienation or reserve is subsequently rescinded, the rights held by the cell expand over the former alienated or reserve land within the border of the cell.

Upon registration, a cell claim is deemed to commence as of that date and is good until the expiry date (the “**Expiry Date**”) or the date that is one year from the date of registration (the “**Good to Date**”). To maintain the claim beyond the Expiry Date, exploration and development work must be performed and registered, or a payment instead of exploration and development may be registered. If the claim is not maintained, it will be forfeited upon the Expiry Date. It is, therefore, the responsibility of every recorded mineral tenure holder to maintain their claims, as no notice of pending forfeiture is sent to the recorded holder.

A mineral or placer claim has a set Good to Date, and in order to maintain the claim beyond the Expiry Date, the recorded holder (or an agent) must, on or before the Expiry Date, register either exploration and development work that was performed on the claim, or a cash payment in-lieu-of such exploration and development work. Failure to maintain a claim results in automatic forfeiture at the end (midnight) of the Expiry Date; there is no notice to the claim holder prior to forfeiture.

When exploration and development work or a payment instead of such work is registered, the holder may advance the claim forward to any new date. With a payment, instead of work the minimum requirement is 6 months, and the new date cannot exceed one year from the current Expiry Date; with work, it may be any date up to a maximum of ten years beyond the current anniversary year. “Anniversary year” means the period of time that you are now in from the last Expiry Date to the next immediate Expiry Date.

All recorded holders of a claim must hold a valid Free Miners Certificate (“**FMC**”) when either work or a payment is registered on the claim.

Clients need to register a certain value of work or a “cash-in-lieu of work” payment to their claims in MTO. The following tables (Table 2 and Table 3) outline the costs required to maintain a claim for one year:

TABLE 2 – British Columbia Work Requirements for Mineral Tenures

Anniversary Years	Work Requirements
1 and 2	$5/hectare
3 and 4	$10/hectare
5 and 6	$15/hectare
7 and subsequent	$20/hectare

TABLE 3 – BC CASH-IN-LIEU FOR MINERAL TENURES

Anniversary Years	Work Requirements
1 and 2	$5/hectare
3 and 4	$10/hectare
5 and 6	$15/hectare
7 and subsequent	$20/hectare

Property Legal Status

The MTO confirms that all claims comprising the Property as described in Table 1 were in good standing at the date of Technical Report and that no legal encumbrances were registered with the Mineral Titles Branch against the titles at that date. The Property has not been legally surveyed to date and no requirement to do so has existed.

There are no other royalties, back-in rights, environmental liabilities, or other known risks to undertake exploration.

Nature of Title to Property

The Property covers 5,401.36 ha and is recorded in the MTO as being 100% owned by James Rogers as bare trustee in favour of the Optionor pursuant to the terms of a Bare Trust agreement dated April 8, 2019 between the Optionor and Mr. Rogers.

Pursuant to the terms of the Option Agreement, the Optionor granted the Company with an option to acquire a 100% undivided right, title, ownership and beneficial interest in the Property, subject to the Royalty. The Option may be exercised by the Company by issuing 2,000,000 Common Shares by October 22, 2019 (completed); paying $50,000 within five days of the Common Shares being approved for listing on a recognized stock exchange; incurring exploration expenses of $80,000 by October 1, 2020 (incurred); incurring exploration expenses in the amount of $200,000 by October 1, 2021; and granting the Royalty upon exercise of the Option.

Upon exercise of the Option, the Company has agreed to grant the Royalty to the Optionor. The Royalty is a 2% net smelter return royalty granted by the Company to the Optionor, payable following commencement of commercial production. The Royalty is subject to the Buyback Right, which Buyback Right provides that the Company may reduce the Royalty from 2% to 1% at any time prior to commencement of Commercial Production on payment by the Company to the Optionor of $1,500,000. Payment may be made by way of certified cheque or bank draft payable to the Optionor (or other method of payment acceptable to the Optionor) along with written notice of Company's intent to exercise Buyback Right.

In addition to the terms outlined above, the Option Agreement contains the AMI; a 5 km area of mutual interest provision pursuant to which any claims staked by either the Company or the Optionor within 5 km of the Property boundary (as defined by the claims which comprise the Property) will be included as part of the Option Agreement and subject to the Royalty, if the other party so notifies the staking party.

There are no other royalties, back-in rights, payments or other agreements to which the Property is subject.

Surface Rights in British Columbia

Surface rights are not included with mineral claims in British Columbia. However, the *Mineral Tenure Act* (British Columbia) allows persons holding a valid FMC to enter mineral lands to explore for minerals whether surface is owned privately or by the Crown. Right of entry onto these lands does not include land occupied by a building, the area around a dwelling house, orchard land or land under cultivation, protected heritage property or land in a park.

Miners entering on private lands must serve notice in the prescribed manner and compensate the landowner for any loss or damages resulting from the mining activities including prospecting, mapping, sampling, geophysical surveys, as well as any activities that disturb the surface. Landowners must be notified prior to persons entering onto private land for any mining activity and may not begin until eight days after giving notice to the owners of the surface area where the activity will take place. Notice must include the dates when the activities will take place, where the activity will occur, the names and addresses of the free miner or recorded holder and of the on-site person responsible for the operations. Details describing the activities that will be carried out, the number of people that will be on-site including a map or written description of where the activities will take place. Notices may be e-mailed, faxed, or hand delivered to the landowner. Any substantial changes to the activity described in the notice must be given to the landowner in an amended notice and work may not begin until eight days after the amended notice has been given.

Permitting

Any work which disturbs the surface by mechanical means on a mineral claim in British Columbia requires a Notice of Work ("**NOW**") permit under the *Mines Act* (British Columbia) (the "**Mines Act**").

The owner must receive written approval from a Provincial Mines Inspector prior to undertaking such work. This includes but is not limited to the following types of work: drilling, trenching, excavating, blasting, construction of a camp, demolition of a camp, induced polarization surveys using exposed electrodes, and reclamation.

Exploration activities which do not require a NOW permit include prospecting with hand tools, geological/geochemical surveys, airborne geophysical surveys, ground geophysics without exposed electrodes, hand trenching, and the establishment of grids. These activities and those that require Permits are outlined and governed by the Mines Act.

The Chief Inspector of Mines makes the decision if land access will be permitted. Other agencies, principally the Ministry of Forests, Lands and Natural Resources ("**FLNRO**"), determine where and how the access may be constructed and used. With the Chief Inspector's authorization, a mineral tenure holder must be issued the appropriate "Special Use Permit" by FLNRO, subject to specified terms and conditions. The Ministry of Energy and Mines makes the decision whether land access is appropriate and FLNRO issue a Special Use Permit. However, a collaborative effort and authorization between ministries, jointly determine the location, design and maintenance provisions of the approved road.

Notification must be provided before entering private land for any mining or exploration activity, including non-intrusive forms of mineral exploration such as mapping surface features and collecting rock, water or soil samples. Notification may be hand delivered, mailed, emailed or faxed to the owner shown on the British Columbia Assessment Authority records or the Land Title Office records. Mining activities cannot start sooner than eight days after notice has been served. Notice must include a description or map of where the work will be conducted and a description of what type of work will be done, when it will take place and approximately how many people will be on the site.

The Company does not currently have any permits pertaining to exploration on the Property.

Environmental

There are no known environmental liabilities to which the Property is subject and no other known significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Property can be accessed west of Lillooet on Route 99 via an old logging road that partially follows Enterprise Creek from Duffy Lake Road and onto the Empirical 1 claim block (Figure 3 below). Texas Creek road is also accessible via Route 99 and runs between 1 and 2 km from the property's edge along its eastern border. Currently the Property does not have road access within the Property boundaries and the topography is steep and rugged, therefore helicopter access for exploration would be the most practical means of access. Helicopter service is available from Lillooet, BC.

Road distances from the Property to select cities and ports are summarized in the following table:

TABLE 4 – Driving Distances to the Property

Location[(1)]	Description	Distance to Property
Lillooet (population: 2,321)	Nearest town with services	12 km
Richmond (population: 216,288)	Vancouver International Airport	263 km
Richmond (population: 675,218)	Port and mining services centre	251 km

(1) Information sourced from 2016 Canadian Census.

FIGURE 3 – Logging Access Road on the Empirical 1 Claim Block

Climate

This region is characterized by a warm-summer humid continental climate although it may experience a mixture of hot-summer continental climate and semi-arid climate types. This type of climate generally produces hot and dry summers and cold dry winters with very little snowfall. In the spring, the area experiences little to moderate precipitation.

Average daily temperatures in the summer range from 18 to 21 °C, and -2.4 to 5.2 °C in the winter (Table 5 below). The total average annual rainfall for Lillooet area is 322.5mm with the most significant amount of precipitation occurring between October and January. Spring and summer months (April to September) are considerably drier, therefore provide ideal conditions for the entire exploration season. The recommended geophysical survey and diamond drilling can be carried out in any season, but the summer months would be preferable.

The nearest active weather station to the Property is Lillooet Seton BCHPA weather station, 130 km northeast of Whistler, British Columbia.

TABLE 5 – Climate Data for Lillooet Weather Station

Temperature	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year Total
Daily Average (°C)	-2.4	0.4	5.2	9.9	14.8	18.6	21.6	21.3	15.9	8.8	2.1	-2.4	9.5
Record High (°C)	18.5	16.0	22.0	29.5	38.5	39.0	**41.5**	40.5	35.5	28.0	20.0	17.0	N/A
Record Low (°C)	-26.1	-22.5	-18.3	-5.0	0.0	4.0	7.5	5.5	-2.8	-17.0	-28.0	-28.3	N/A
Avg Precip. (mm)	38.3	20.3	16.8	19.0	26.1	23.7	35.5	25.7	23.7	33.8	44.4	41.7	349.0
Avg Rainfall (mm)	30.9	17.1	15.2	19.0	26.1	23.7	35.5	25.7	23.7	33.2	40.6	31.9	322.5
Avg Snowfall (cm)	7.5	3.3	1.6	0.1	0.0	0.0	0.0	0.0	0.0	0.7	3.8	9.7	26.5

(1) Data sourced from Canadian Climate Norms Lillooet Seton BCHPA weather station (years 1981 to 2010).

Local Resources

General and skilled labour is readily available in the Lillooet-Lytton area (Lillooet pop. 2,321, Lytton pop. 249). Lillooet is 12 km by road from the Property and offers year-round charter and schedule fixed wing service, federal and provincial police detachments, fire and rescue services, hospital, ambulance, fuel, lodging, restaurants, and equipment. Lytton also offers these amenities, however on a smaller scale.

Infrastructure

There are 3 hydroelectric generating stations located in the vicinity of the Property, the Bridge River 1 & 2 stations and the Seton generating station with a combined total capacity of 526 mw. The British Columbia power station closest to the Property is the Seton generating station (48 mw), located 9.6 km to the north.

Physiography

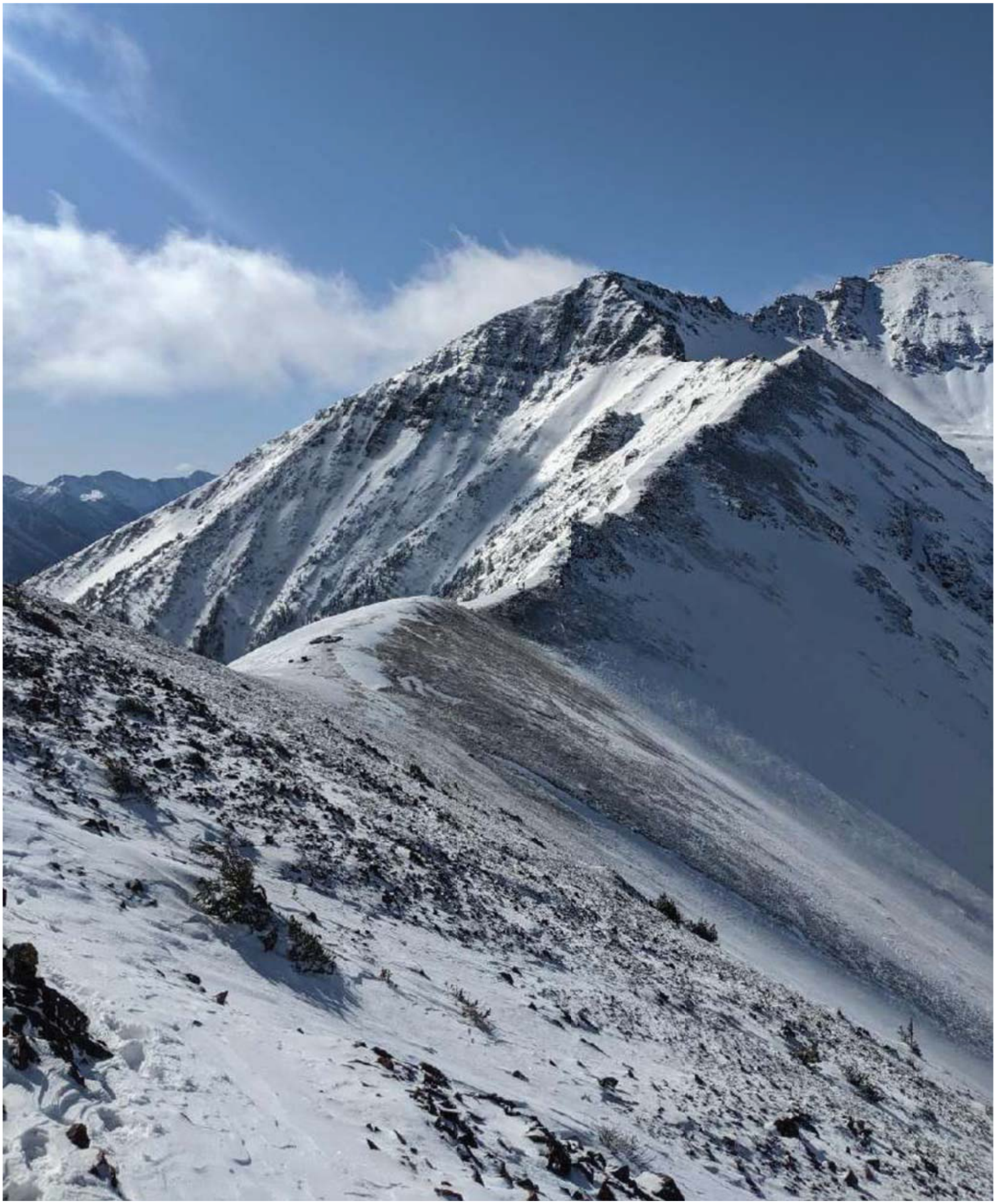
The Property lies just to the east of Mount Brew within the Pacific Ranges which are the southernmost subdivision of the Coast Mountains (Figure 4 below). They run northwest from the lower stretches of the Fraser River to Bella Coola and Burke Channel and include 4 of the 5 major coastal icecaps in the Southern Coast Mountains. The icecaps are the largest temperate-latitude icecaps in the world and feed a number of major rivers (by volume). The highest peak in the Pacific Ranges is Mount Waddington at an elevation of 4,019 m.

The area encompasses a series of barren ridges rising to an elevation of 2,200m and interwebbing valleys and alpine meadows. Elevations over the Property ranges from 1,250 m in the valley of Enterprise Creek to over 2,591 m on Mount Bew.

The tree line on the Property is at 2,000 m elevation, timber in the area is comprised of a variably thick forest of jack pine; spruce trees cover the less rugged slopes and valleys. Thick growths of alder, willow and devils club line the creeks.

The fauna in the area include black bears, grizzly bears, cougars, coyotes, wolves, bobcats, birds of prey as well as rattle snakes in the arid interior.

FIGURE 4 – Property Physiography



History

Mineral exploration in the Lillooet district began in the 1860s with the discovery of placer gold on gravel bars along the Fraser River below Lillooet. Placer gold was subsequently mined from the Bridge River and Cayoosh Creek. In the 1960s, auriferous quartz veins hosted in quartz-diorite and hornfelsed sediments were discovered within the Spray Creek area. Increased interest in the area ensued following the discovery of anomalous base and precious metal concentrations in sediments through regional silt surveys carried out by a number of companies. This prompted staking in the vicinity of Enterprise Creek, Riley Creek, and Spray Creek.

In 1967, Dalex Mines Ltd. ("**Dalex**") carried out an induced polarization ("**IP**") survey over the Nancy Group of claims and discovered a large, split anomaly (or two parallel anomalies) northwest of Nesikep Creek. The anomalies had a length in excess of 2000 ft. and opened to the southeast. Another IP survey was carried out the following year which consisted of 118 stations over 6600 ft. of surveyed line. This survey identified an anomalous zone coincident with a Cu-rich sulphide showing in the surface rocks. The anomaly had a magnitude of approximately six times that of background values over a length of approximately 600 ft. (opening to the south). In 1970, a geochemical soil survey was carried over the claims, 538 soil samples were collected along 400 ft. lines spaced at 200 ft. intervals. Results indicated that nickel in the rocks was associated with silicates rather than sulphides and any mineralization in the area would not be significant enough to be considered economic.

In 1979, Duval Mining Ltd. ("**Duval**") carried out a geological and geochemical survey over the Tow 1 and 2 claims. Mapping activities were carried out over a 2.5 M m^2 area; 62 rock chip samples and 33 soil samples were collected. The program explored two areas of pervasive disseminated pyrite, the northern area encloses a potassic-phyllic zonal complex, however the alteration zones in the south was not identified. Zn anomalies were also found to be present in northern and southern areas of the claim block with highest values returned from the south. Strongest Tungsten values occur in the southern zone of pyritization, and strongest Mo values are found in the northern area of pyritization. Rock chip sampling disclosed an area in the northern area that has more than 100 ppm (> 0.1%) Mo, but none were > than 100 ppm in the south. Duval continued exploration on the property up until 1981; work included prospecting, mapping, sampling, and a 900m diamond drill program in 1981. The Tow claims were abandoned by Duval in 1984.

In 1985, the Brew claims were staked by Greg McKillop, based on unreported results from Duval indicating the presence of free gold in the sediments of Enterprise Creek and anomalous gold and arsenic concentrations in the talus fines along the east side of the upper valley of the south fork of the creek (ARIS 21181). The claims were optioned by Geostar Mining Corp. ("**Geostar**") and later the option was assumed by Miramar Energy Corp. ("**Miramar**") in 1986. Work carried out over the claims consisted of prospecting, some sampling and a 4 diamond drill holes over the Spray claims at the southern end of the claim block. Miramar allowed the option to drop and the claims were subsequently optioned by Kerr Addison Mines Ltd in 1987.

From 1987 to 1988 Kerr Addison Mines Ltd. ("**Kerr Addison**") focused mainly on the Spray Claims, however, they did carry out more detailed mapping and geochemistry in the Brew area. This work confirmed and expanded the area of anomalous gold and arsenic values in talus fines. This work defined the area to be approximately 1 km long and 0.5 km wide with fairly consistent gold values in excess of 100 ppb Au in talus fines. A 746.95 m drilling program was carried out in 1988 which was mainly focused on the southern part of the Spray Intrusion. A fan of four holes (537.15m total depth) were centered around the collar of historic hole 81-4. All 4 holes were collared in a felsic intrusive described as a porphyritic, fine-med grained tonalite. Mineralization consists of pyrrhotite, pyrite, molybdenite, with locally minor chalcopyrite, sphalerite and arsenopyrite. The fifth hole (209.8 m depth) tested Au mineralization in historic hole 81-3 in the northern part of the Spray Intrusion which intersected two tonalite intrusions of similar character to the holes drilled in the south. However, no significant gold intersections were located during this program. Kerr Addison allowed the option to drop in late 1988 due to poor results from the Spray diamond drill program and the merging of Kerr Addison's exploration activities with those of Minnova Inc. (McKillop, 1991).

In 1991, prospecting and sampling was carried out over the Brew claims by owner Greg McKillop. Thirteen rock samples and 3 bulk sediment samples were collected over two traverses (upper and lower). Au values returned from Lower traverse were consistently <5 ppb and arsenic did not exceed 25 ppm. The upper traverse returned Au values consistently <5 ppb and arsenic values were <10 ppm. Sediment samples returned values of 15 ppb, 255 ppb, and 147 ppb Au respectively.

In 2008, Glen Hawke Minerals Ltd. ("**Glen Hawke**") utilized low level aerial photography completed in 2002 to create high ortho-photo mosaic and 2 m detailed contour map complete with a digital elevation model to provide a base for geo-referencing historic sample and drill hole locations (Einsiedel, 2008).

The Property does not have any mineral resources or mineral reserve estimates and there has been no production.

Historical works over the Property has been summarized in Table 6 and Figures 5 below.

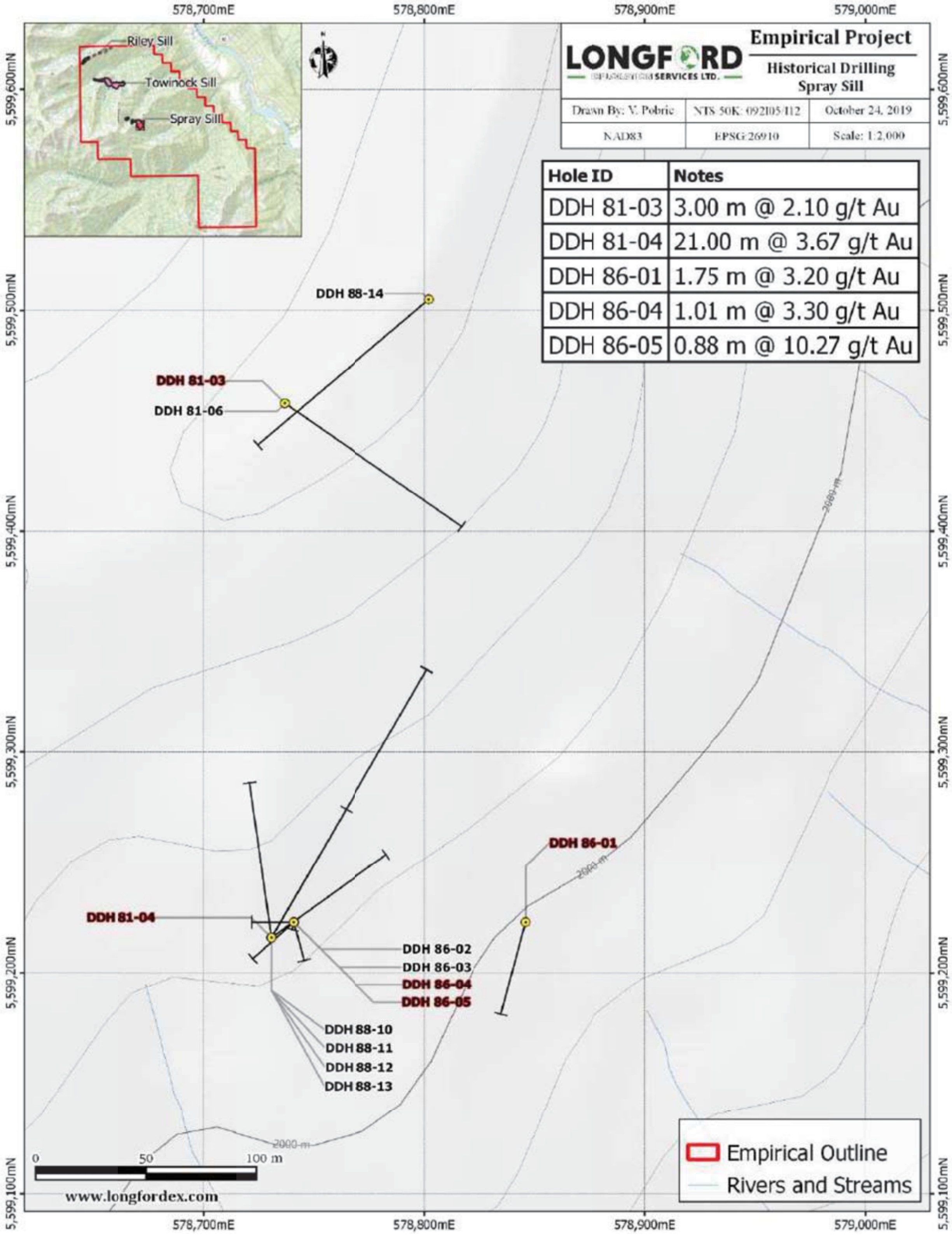
TABLE 6 – Work History of Mineral Occurrence on the Property

Year	Title Holder	Report ID	Claims	Author	Summary	Comments	Reference
1967	Dalex	1098	Nancy Group	Mouritsen, S.A.	IP Survey	A large split anomaly with a length in excess of 2000 ft. and are open to the southeast.	ARIS_01098, 1967, Geophysical Report on the Induced Polarization Survey for Dalex, on the Nancy Group of Claims, Geofax Surveys, Mouritsen, S.A.
1968	Dalex	1918	Nancy Group	Mouritsen, S.A.	IP Survey: 118 stations occupied, representing 6,600 ft. of surveyed line	An anomalous zone coincident with Cu sulphide showings in surface rocks has a magnitude approx. 6 times that of background (4 milliseconds).	ARIS_01918, 1968, Geophysical Report on the Induced Polarization Survey for Dalex, on the Nancy Group of Claims, Geofax Surveys, Mouritsen, S.A.
1970	Dalex	2530	Nancy Group	Tri-Con Exploration Surveys Ltd.	538 soil samples (400 ft. spaced lines at 200 ft. intervals)	Nickel in rock associated with silicates rather than sulphides but not be significant enough to be economic.	ARIS_02530, 1970, Nancy Property Geochemical Report, Tri-Con Exploration Surveys Ltd.
1979	Duval	7211	Tow 1 and 2	Hollister, V.F.	Map scale: 1:10,000 over 2.5 M m²; 62 rock chip samples, 33 soil samples	Rock chip sampling disclosed an area in the northern area that has more than 100 ppm (> 0.1%) Mo.	ARIS_07211, 1979, Preliminary Report on the Geology and Geochemistry of the Tow 1 and 2 Claims, Duval.
1979	Duval	7569	Tow 1, 2, 3 and 4	G. McKillop	Map Scale: 1:10,000 over ~1,300 ha; 91 rock chip samples, 10 soils samples, 19 silt samples	Mo occurs as disseminations and fracture coatings in quartz veins with variable amounts of PO and CPY.	ARIS_07569, 1979, Report on the Geology and Geochemistry of the Tow 1, 2, 3, and 4 Claims, Duval.

Year	Title Holder	Report ID	Claims	Author	Summary	Comments	Reference
1980	Duval	8347	Tow 1, 2, 3 and 4	G. McKillop	Map Scale: 1:5,000 Over 40 ha; 1 Silt Sample, 4 Soil Samples, and 49 Rock Samples; 2 Drill Sites, 1 Tent Site, 1 Heliport, Improvement Of 1 Heliport, and Excavation Of 6 Trenches	Northeastern area has >50 ppm Mo over area 500m X 350m, three consecutive 30 m surface chip samples returned 450 ppm Mo. 300 m X 300 m area of the south zone contain >50 ppm Mo and 10m chip samples returned up to 1,260 ppm Mo	ARIS_08347, 1980, Report on Geological and Geochemical Surveys and Physical Work Conducted on the Tow 1, 2, 3and 4 Claims, Duval.
1981	Duval	9405	Tow 1	G. McKillop	220m Drill Hole, Half the Core sent for Sampling	Hole CH81-2 intersected 220.3m of mineralized qtz diorite and siltstone that averaged 299 ppm Mo.	ARIS_09405, 1981, Report on Diamond Drilling on the Tow 1 Claim, Duval.
1981	Duval	9427	Tow 2	G. McKillop	230m Drill Hole, Half the Core sent for Sampling	Hole CH81-3 penetrated 230.7m of mineralized qtz diorite and hornfelsed siltstone which averaged 222 ppm Mo.	ARIS_09427, 1981, Report on Diamond Drilling on the Tow 2 Claim, Duval.
1986	Geostar, Miramar and G. McKillop	14971	Spray 1 and 2; Foam 1, 2 and 3; Brew 1 and 2; Home 1 and 2; and Free 1 and 2	Price, B.J.	83 Rock Chip Samples, 165 Soil Samples	High values returned are up to 545 ppb Au, 935 ppm As, 739 ppm Zn, 403 ppm Cu, and 87 ppm Mo.	ARIS_14971, 1986, Geochemical Report on the Spray and Brew Claim Groups, McKillip, G.
1986	Geostar, Miramar and G. McKillop	14973	Brew 1 and 2	Price, B.J.	Data Compilation	Au values up to 685 ppb returned from Enterprise Creek and 26 soil samples indicate a Au-As anomaly.	ARIS_14973, 1986, Geological Report on the Brew 1 and 2 Claims, Geostar and McKillop, G.
1986	Miramar	15073	Foam 1	Price, B.J. and Ditson, C.	Prospecting; Air-Photo Interpretation	Variation in attitude reveals moderate folding which is terminated by a strong northwesterly trending lineation in northern portion of claim. Structures are abundant. Syncline in the northwest portion is truncated by faulting.	ARIS_15073, 1986, Geological Report: Prospecting and Air-Photo Interpretation of Foam 1 Mineral Claim, Miramar.

Year	Title Holder	Report ID	Claims	Author	Summary	Comments	Reference
1986	G. McKillop and Southern Gold Resources Ltd.	15835	Spray 1 and 2; Foam 1, 2 and 3; and Home 1 and 2	Rebagliati, C.M.	18 Veins Sampled (Rock Chips); 5 Short DBD DDH totalling 264.62m	Au values in the sampled late-qtz veins ranged from 1 to 990 ppb, when geochemically enhanced, the veins generally ranged from 150-350 ppb Au. Au concentrations overall (rock chips and core) ranged from 1 to 3,300 ppb.	ARIS_15835, 1986, Drilling and Geological Report on the Spray Claim Group: Summary Report on Spray Creek Gold Project, McKillop, G.
1988	Kerr Addison	18160	Spray 1 and 2; Foam 1, 2 and 3; Brew 1 and 2; Home 1 and 2; and Free 1 and 2	Grexton, L. and Bruland, T.	Prospecting, Mapping, 225 Samples (Rock, Soil, and Stream Seds), 5 DDH, Total 746.95m	Heavy mineral samples from along Enterprise Creek returned up to 1,900 ppb Au, and up to 420 ppm As, silt samples from the same area returned up to 680 ppb Au and up to 180 ppm As.4 holes were collared in a felsic intrusive described as a porphyritic, fine-med grained tonalite. Mineralization consists of po, py, mo, with locally minor cpy, sp & aspy. The 5th hole (209.8m) intersected 2 tonalite intrusions similar to the holes drilled in the south. No significant gold intersections were located.	ARIS_18160, 1988, Prospecting, Mapping, Sampling and Drilling Assessment & In-House Report, Kerr Addison.
1991	G. McKillop	21181	Brew 1 and 2	G. McKillop	13 Rock Samples, 3 Bulk Sediment Samples	Au values returned from Lower traverse were consistently <5 ppb and As did not exceed 25 ppm. Upper traverse returned Au values consistently <5 ppb and As were <10 ppm. Sediment samples returned values of 15 ppb, 255 ppb, and 147 ppb Au.	ARIS_21181, 1991, Geochemical Report on Brew 1 and 2 Claims, McKillop, G.
2008	Glen Hawke	29554	Spray	Einsiedel, C.A.	Digital Elevation Model and GIS Drill Hole Location Data Compilation	Maps	ARIS_29554, 2008, Technical Assessment Report: Digital Elevation Model and GIS Drill Hole Location Data Compilation, by Einsiedel, C.A. for Glen Hawke.

FIGURE 5 – Property Historical Work



Hole ID	Notes
DDH 81-03	3.00 m @ 2.10 g/t Au
DDH 81-04	21.00 m @ 3.67 g/t Au
DDH 86-01	1.75 m @ 3.20 g/t Au
DDH 86-04	1.01 m @ 3.30 g/t Au
DDH 86-05	0.88 m @ 10.27 g/t Au

FIGURE 6 – Historical Work at the Spray Sill on the Property

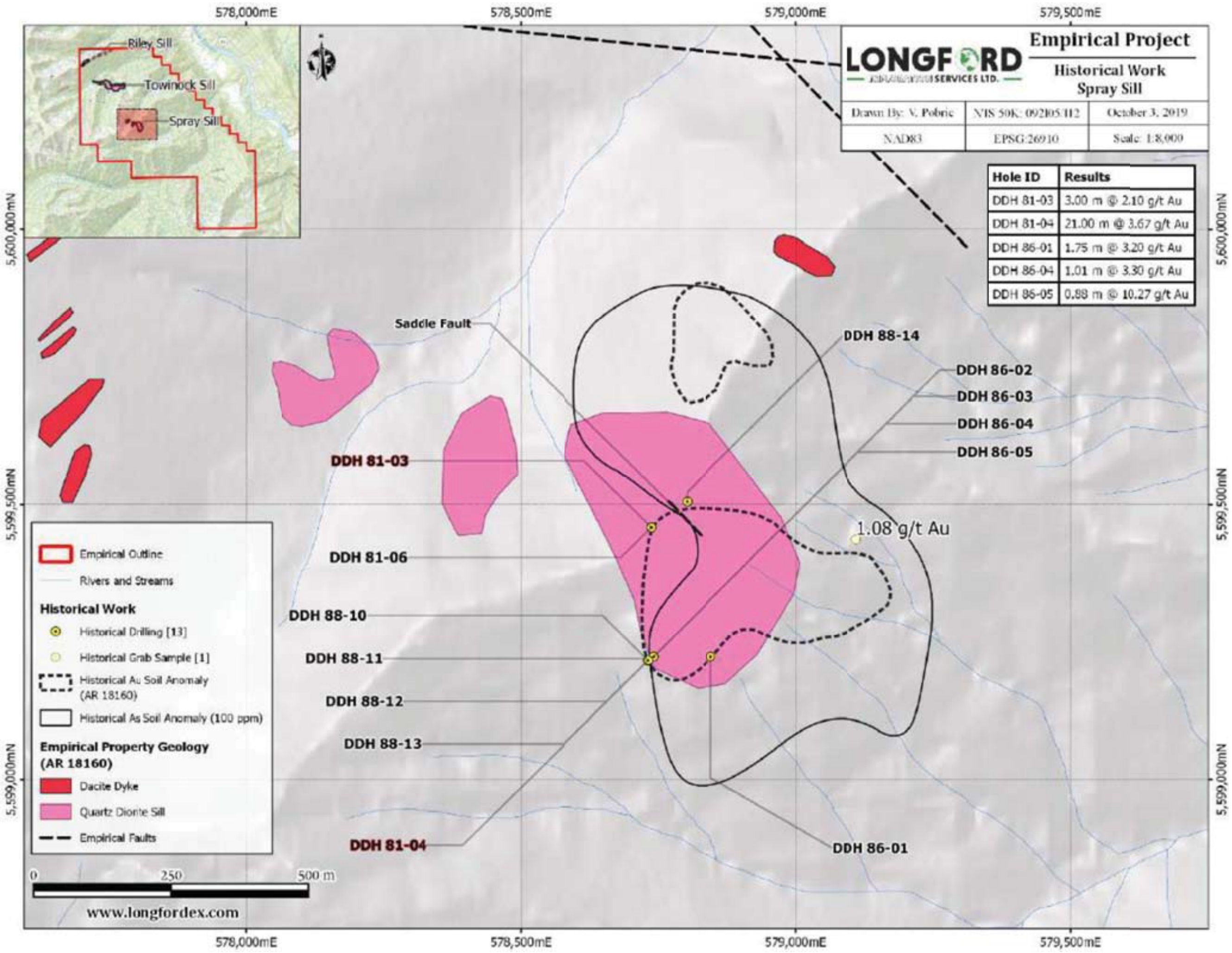


FIGURE 7 – Historical Work at the Towinock Sill on the Property

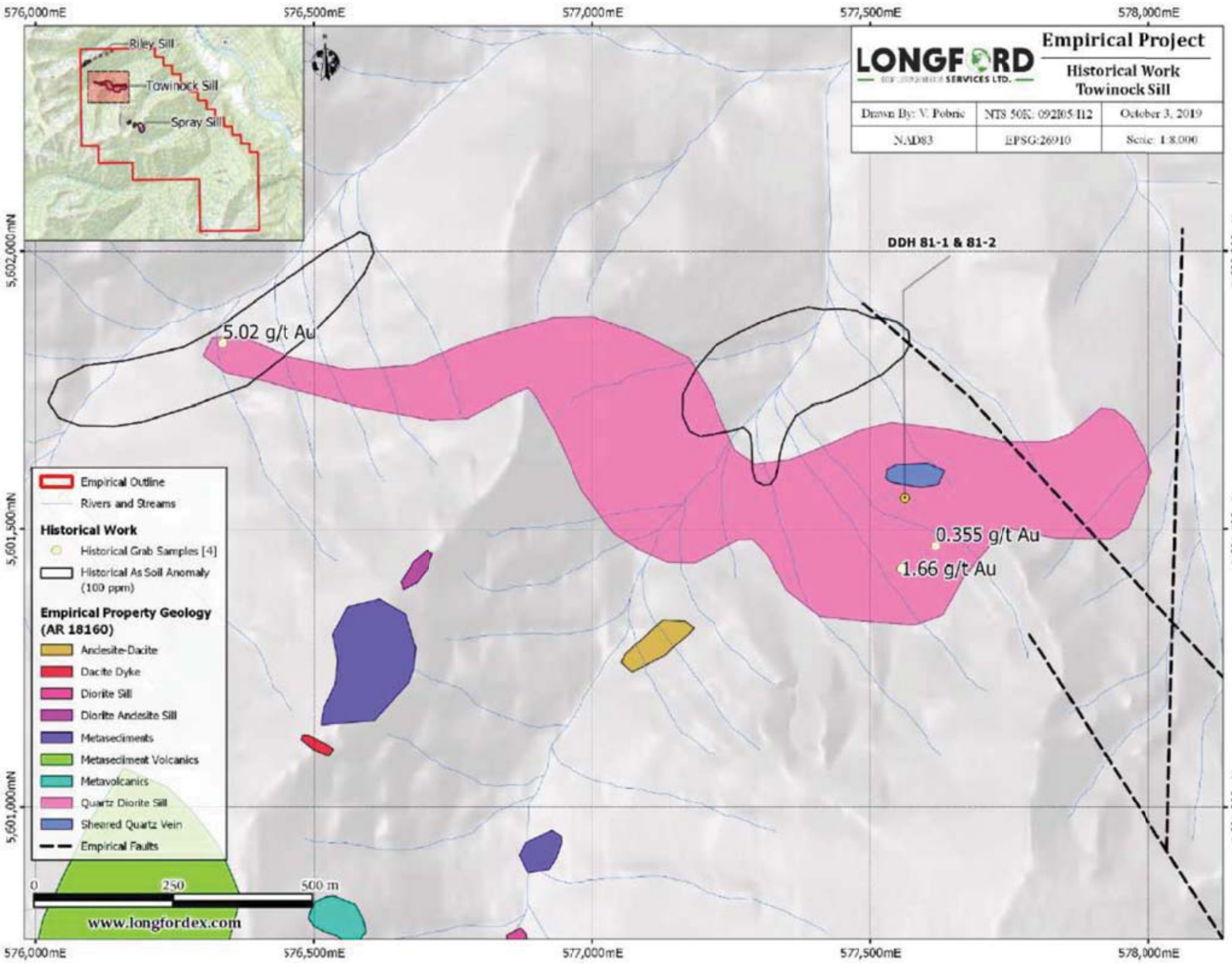


FIGURE 8 – Historical Work at Riley Sill on the Property

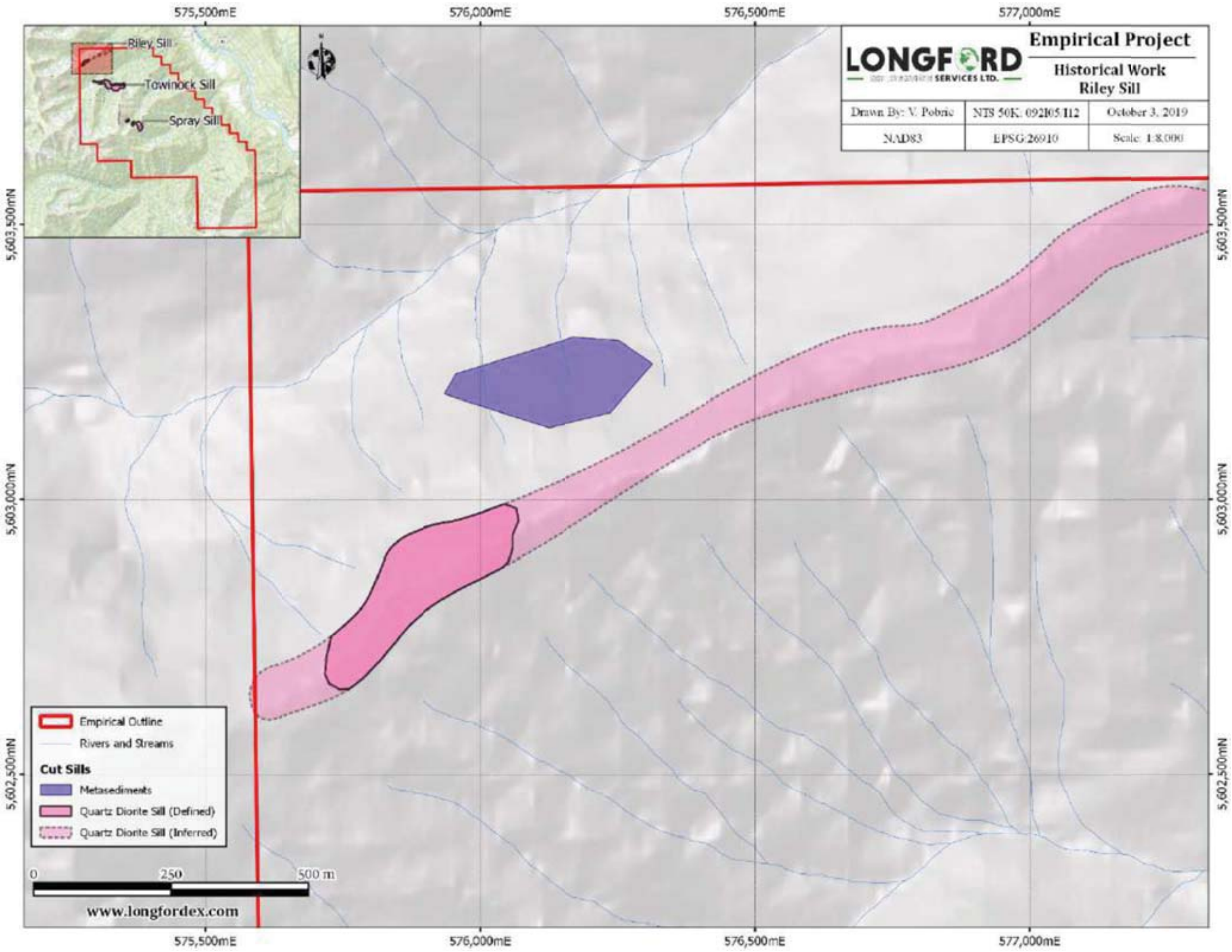


FIGURE 9 – Property Regional Geophysics-First Vertical Derivative

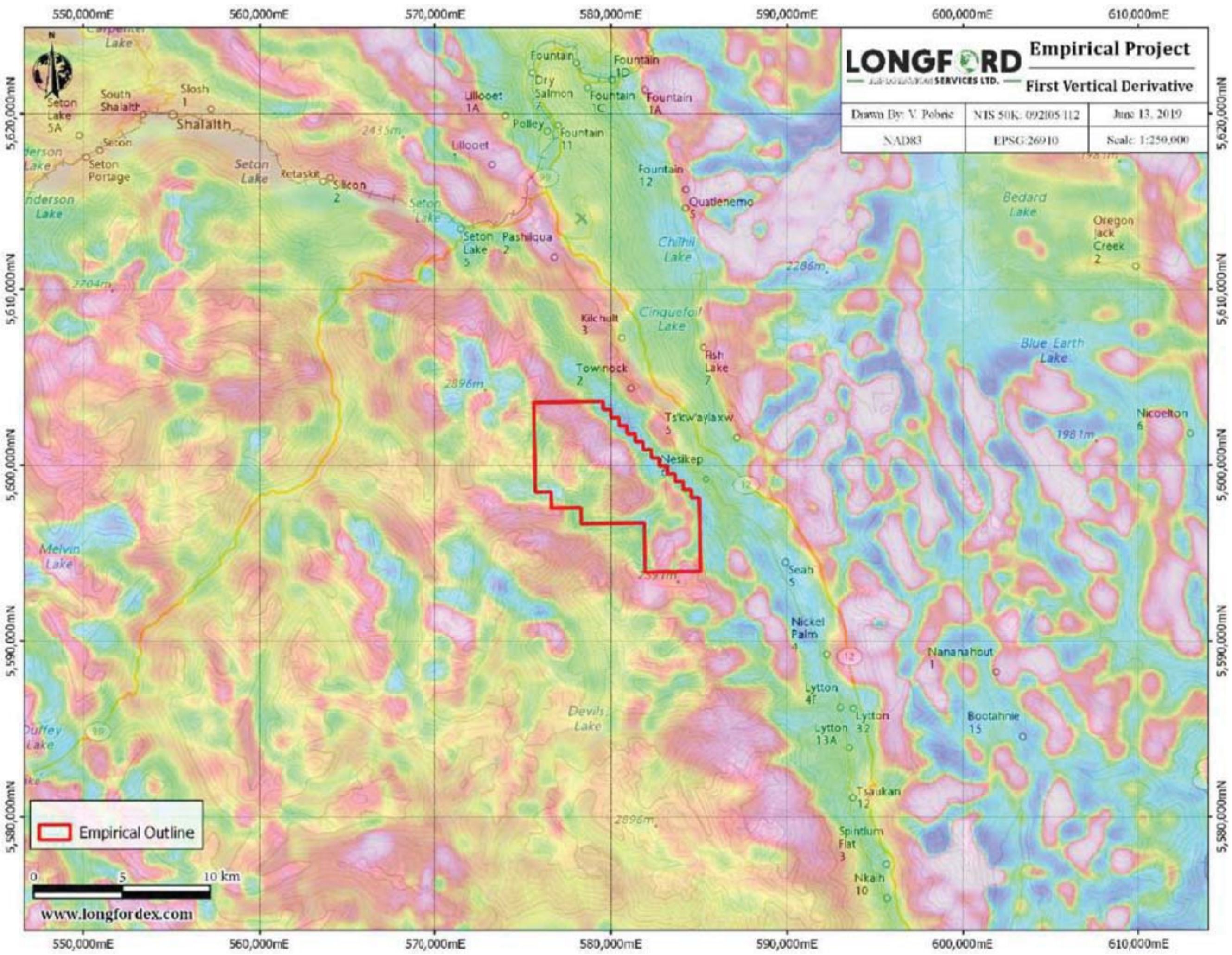
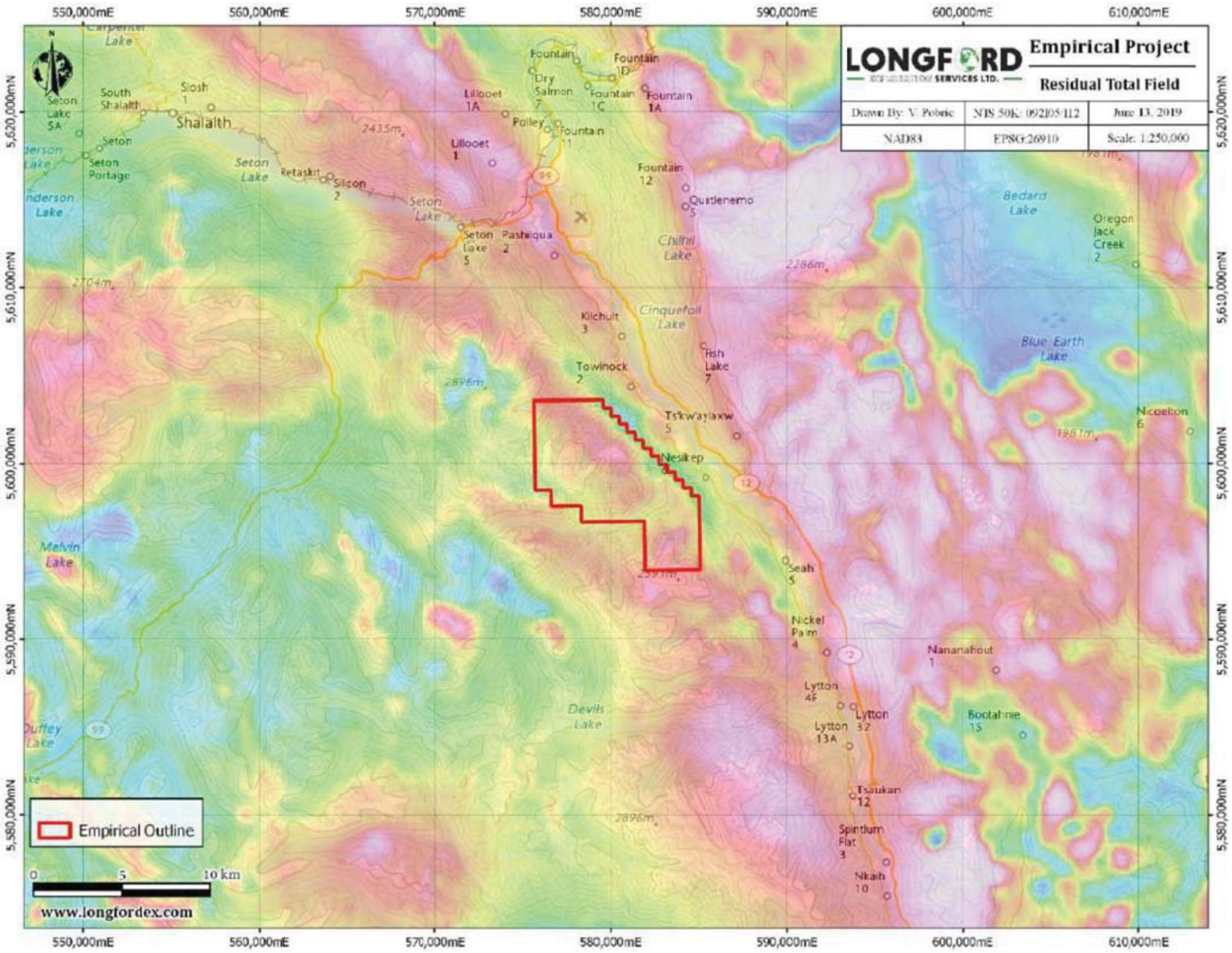


FIGURE 10 – Property Regional Geophysics-Residual Total Field

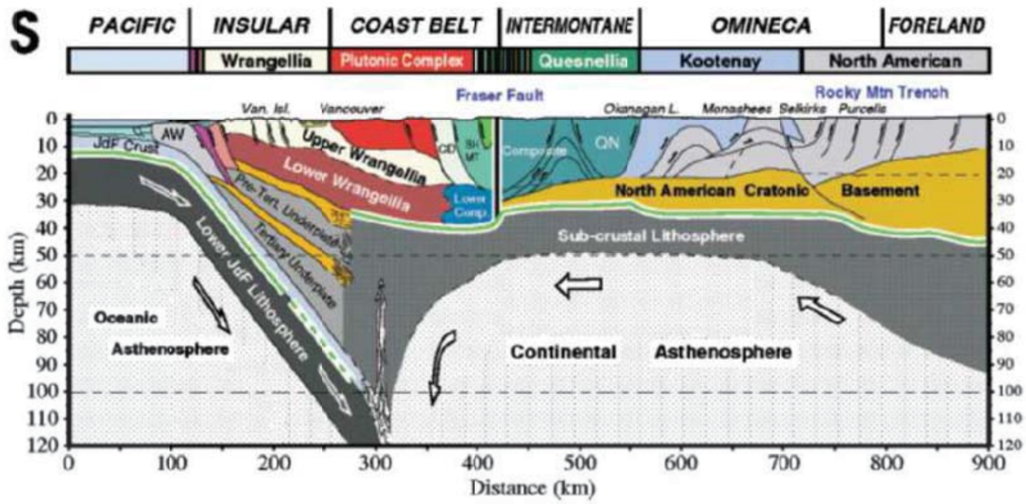


Geological Setting and Mineralization

Regional Geology

Southwestern British Columbia is located within the Coast Mountain Belt of western British Columbia, which formed as a result of the collision of the Insular Super Terrane (Wrangelia and Alexander Terranes), the Intermontane Super Terrane (Stikinia, Cache Creek, Quesnellia, slide Mountain and Kootenay Terranes) which accreted to North America between the early Jurassic and Cretaceous (Price, N.d.). The convergence of these terranes led to the formation of two broad suture belts, both of which are characterized by widespread granitic magmatism, crustal thickening and uplift. The Omineca Belt is situated in the suture zone between the Intermontane Super Terrane and the North American Cordilleran miogeocline and the Coast Mountain Belt lies in the suture zone between the Insular Super Terrane and the Intermontane Super Terrane.

FIGURE 11 – Simplified Cross Section of the Accreted Terranes of North America



* The green line depicts the crust-mantle boundary (Moho). Vertical exaggeration is 2.7:1 (Monger, 2002).

The Coastal Belt

The Coast Belt is one of the largest calc-alkaline batholitic complexes in the world, extending approximately 1,600 km from southern British Columbia, through the Alaskan Panhandle to southern Yukon. Terranes within the Coast Belt include the Bridge River, Cadwallader, Chilliwack, Harrison, Methow, Shuksan, and Taku terranes.

This magmatic arc formed during transpressive accretion of the outboard Alexander and Wrangellia Terranes (Insular Super Terrane) with the Intermontane Super Terrane and North America during the mid-Cretaceous and Eocene (Hammer & Clowes, 2004; Price, N.d.). Ongoing subduction of the Juan de Fuca ("**JDF**") plate beneath the newly accreted continental margin (Insular Super Terrane) resulted in the formation of a continental volcanic arc, known as the Coast Range Arc. Magma rising from the subducted JDF plate ascended through the newly accreted Insular belt, depositing large quantities of granite within older igneous rocks of the Insular Belt and producing volcanoes along the continental margins. Crustal thickening and uplift exposed areas of extensive regional metamorphism and plutonism as well as outward verging thrust and fold belts on both flanks (Price, N.d.). Higher-grade metamorphic rocks of amphibolite and greenschist facies and associated granitic rocks are common in both the Coast and Omineca Belts, while only sub greenschist facies rocks are found within the other three belts (Monger, 2002).

FIGURE 12 – Property Regional Geology

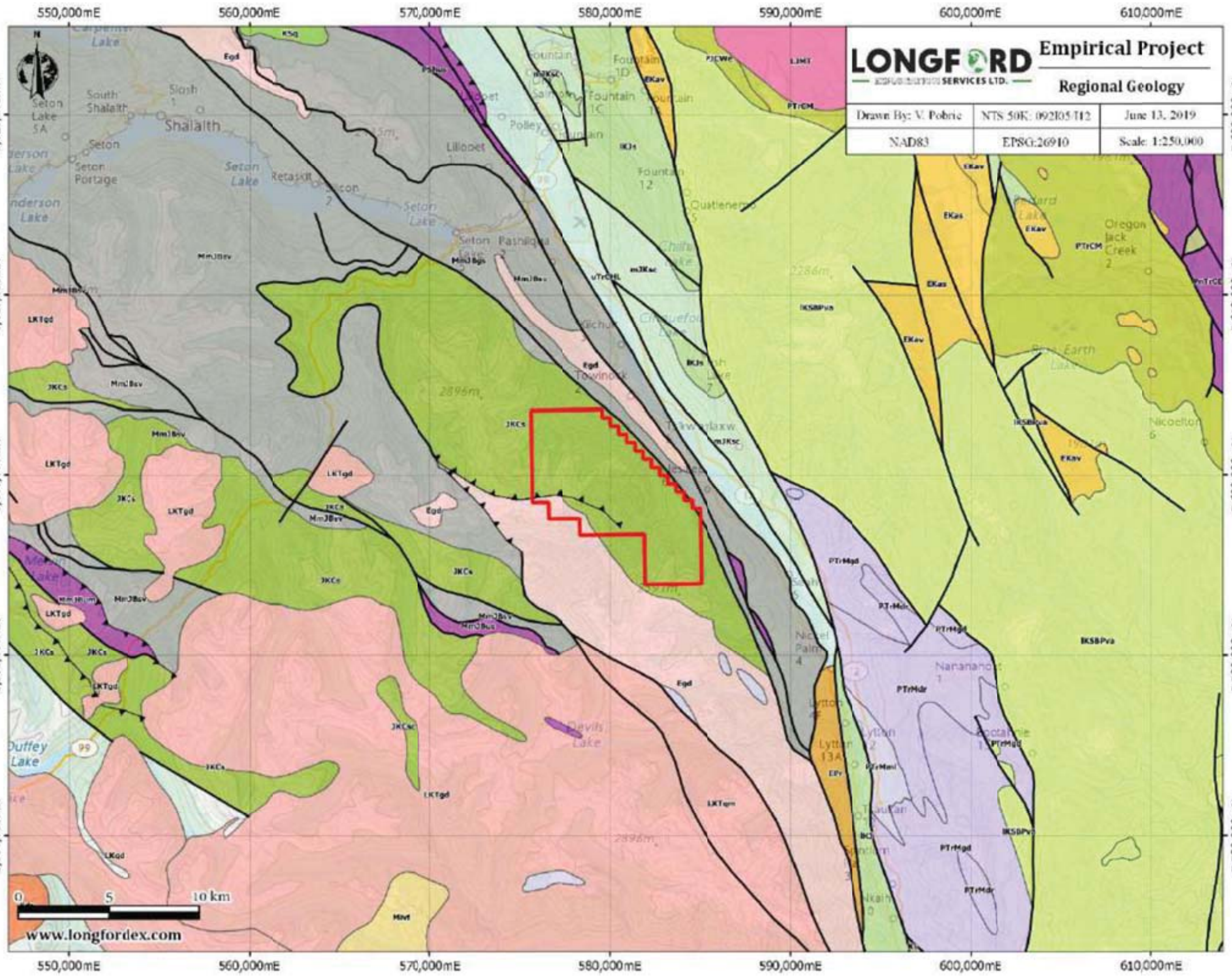


FIGURE 13 – Property Regional Geology Legend

Property Geology

The Property is predominantly underlain by the Cayoosh assemblage, a sequence of interbedded turbiditic sandstone which is partially derived from a plutonic-volcanic arc which includes local quartzite, shale and local conglomerate with plutonic clasts and rare volcanic horizons (Price & Monger, 2003). This assemblage is mainly metamorphosed to greenschist facies and shows penetrative deformation; however, it does contain some rare fossils which date the assemblage to somewhere between the Jurassic and Cretaceous period (Price & Monger, 2003). A tertiary granodiorite batholith intrudes the Cayoosh assemblage along its southwestern contact and several quart-diorite sills are located within the northwestern portion of the Property boundary. The Cayoosh assemblage can be correlated to other metamorphosed clastic units in the southeastern Coastal Belt, namely the Brew Group, Relay Mountain Group, Gun Lake and Downton lake units, and the fossiliferous Truax Creek conglomerate (Price & Monger, 2003).

The Marshall Creek Fault trends northwest along the eastern boundary of the Property and divides the Cayoosh Assemblage of rocks from the Permian-Jurassic Bridge River Group of metasedimentary rocks. Along the Marshall Creek fault is a large area of carbonate alteration within the greenstones on the southwest side of the fault, and pervasive shear zones approximately 5-30 cm wide (Grexton & Bruland, 1988). Intruding into the Bridge River Complex, south of Reilly Creek and lying between the Marshall Fault and the Lillooet Fault, is a narrow band of Tertiary granodiorite.

Faulting is prevalent in the region with both Marshall Creek fault and Lillooet fault (splays from the Fraser River Fault System) found just to the east of the Property. The area between Towinock Creek and Spray Creek is extensively faulted and gently folded. The locally major, northwesterly trending fault crossing the Property was referred to as the Tow Fault by Hollister (1979). The faults follow a predominant northwesterly trend, however north-easterly, northerly, and easterly trends have also been observed on the Property. Movement along the faults appear to be predominantly dextral and the age of the faulting is uncertain. However, movement appears to have occurred post-dacite emplacement as dyke swarms have been shattered along the Tow fault line (McKillop, 1979).

A large 200 +m thick quartz-diorite boss intrudes the metasediments on the south fork of Towinock Creek which includes both porphyritic and granitic textures (McKillop, 1986). Results from Duval's 1979 work program reported that the boss was largely devoid of magmatic orthoclase, but contained variable amounts of quartz, biotite, hornblende and plagioclase (Hollister, 1979).

The boundaries of two small Cretaceous/Tertiary quartz diorite sills south of Spray Creek were refined by Hollister in 1979, however the bosses were so altered by ground water the precise mineralogy could not be determined. Numerous north-easterly trending, fine-grained dacite dykes were found between these sills and described as fresh mixtures of quartz and plagioclase with lesser orthoclase and mica-believed to be differentiates of the quart-diorite sills (Hollister, 1979; McKillop, 1979). Dyke swarms are vertical to steep, west-dipping and reportedly occur parallel to the major faults on the property suggesting that the emplacement was structurally controlled (McKillop, 1979; McKillop, 1986). Metamorphic grade of rocks also increased at higher elevations suggesting that reverse faulting may be present in the claims area (McKillop, 1979).

The northern most quartz diorite boss (south of Towinock Creek) was reported by Hollister (1979) to show zones of potassic and phyllic alteration with areas of erratic pyritization occurring throughout. However, this was not confirmed by McKillop during the follow-up program of the same year. The follow-up program did suggest that the sericite and biotite alteration observed within the quartz-diorite boss may be related to a northwesterly trending set of quartz veins, as alteration appeared to decrease with increasing distance from the veins (McKillop, 1979). Quartz veins vary from 0.3cm to approximately 1m in width and are predominantly sub-parallel to faulting, however many other directions were also reported (McKillop, 1979). Composition of quartz veins in order of decreasing abundance: pyrrhotite, pyrite, molybdenite, and chalcopyrite (McKillop, 1979).

The southern quartz diorite bosses (south of Spray Creek) were reportedly strongly pyritized, however due to extensive weathering it was no longer possible to categorize hypogene alteration stages at the surface (Hollister, 1979).

FIGURE 13 – Property Geology

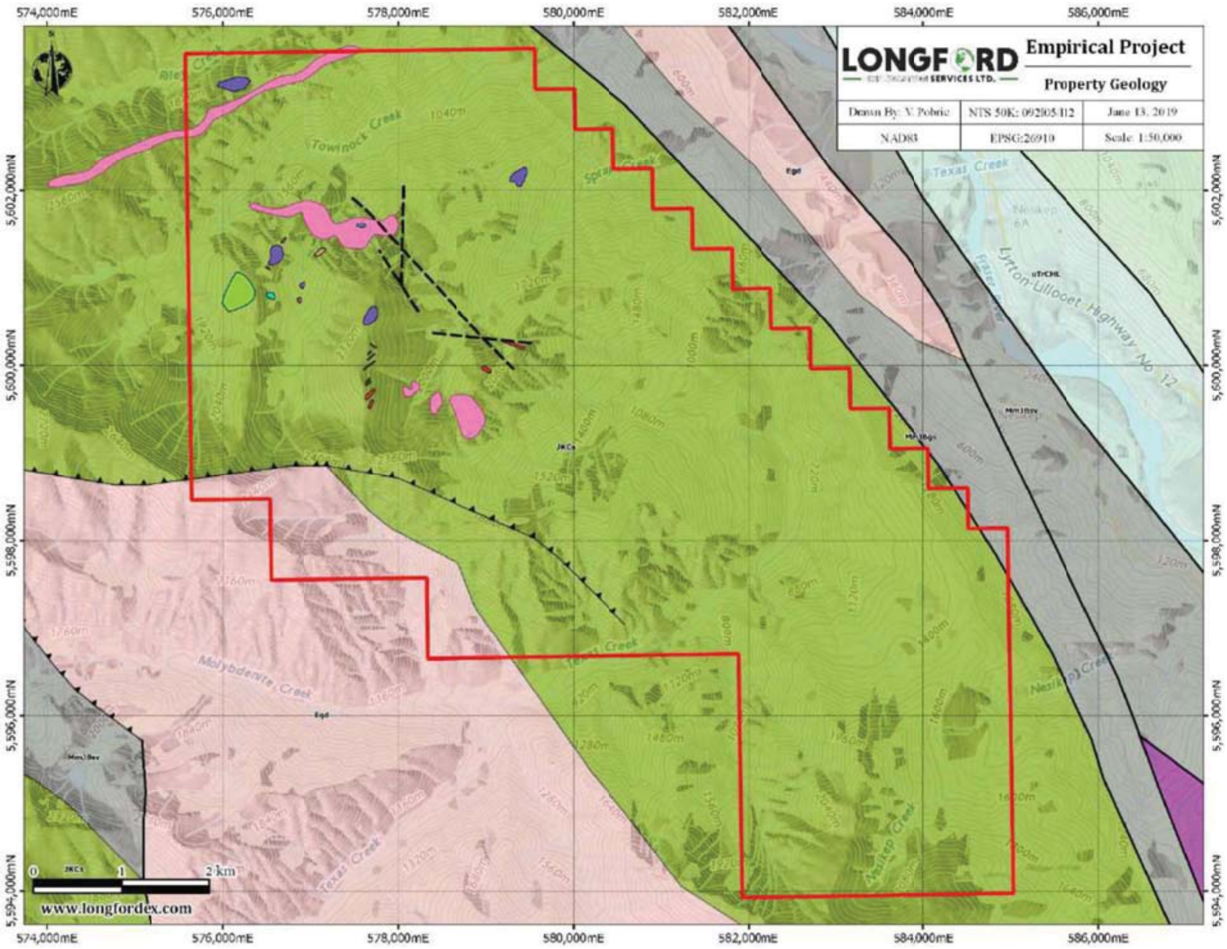
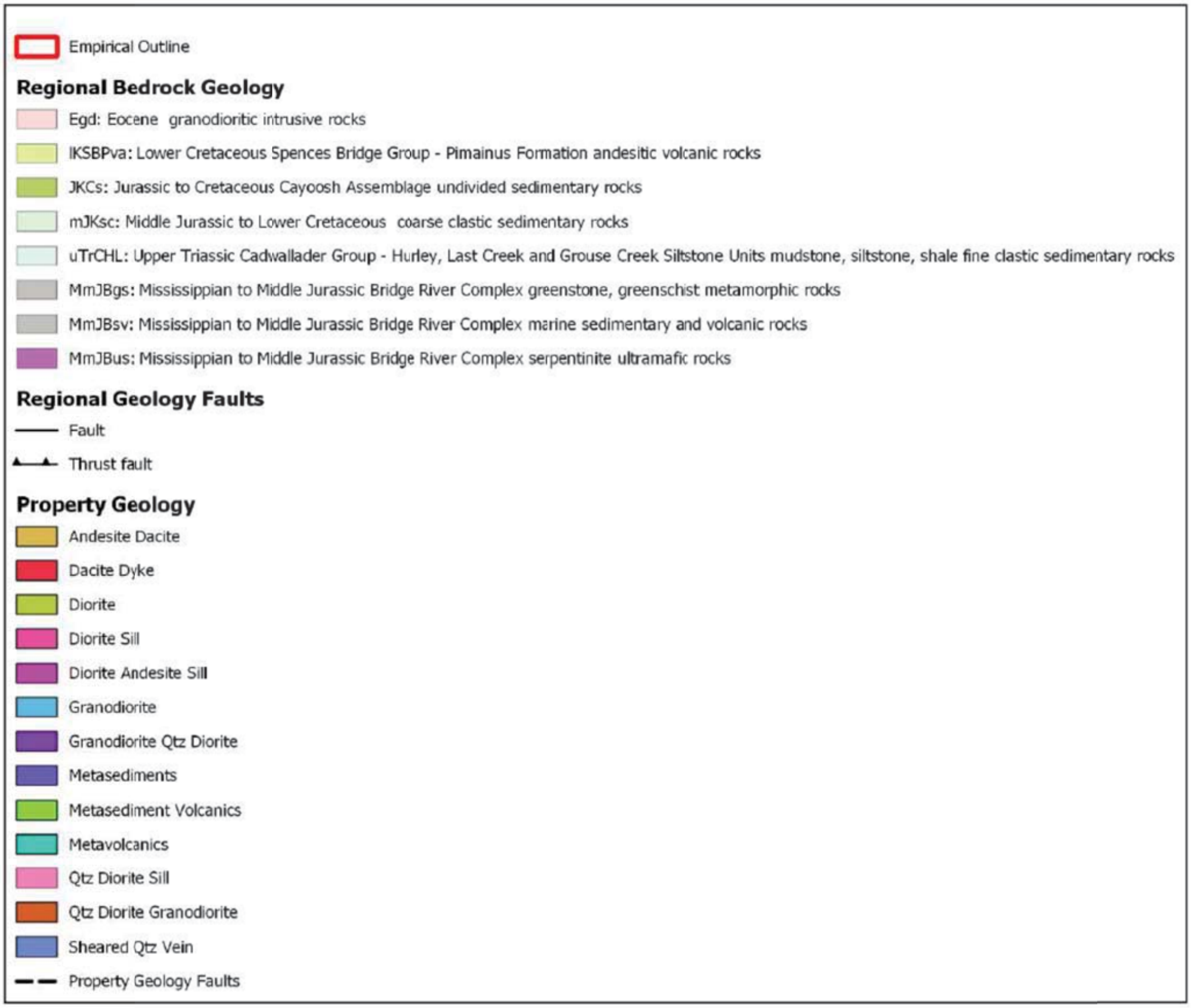


FIGURE 13 – Property Geology Legend



Lithological Units

The lithological units underlying the Property are described after (Grexton & Bruland, 1988):

Tertiary:

Tgd Granodiorite, felsite, in part Eocene age.

Cretaceuous and/or Tertiary:

KTgd Granodiorite with locally abundant septae of Relay Mountain or Bridge River Group rocks.

Cretaceous:

Kgd, qm Granodiorite, quartz monzonite. Few or no included metamorphics.

UKk Kingsvale Group: Basalt, local volcaniclastics.

lKsb Spences Bridge Group: Andesite, dacite, rhyolite, intercalated volcaniclastics, sandstone, shale, local conglomerate.

lKjm Jackass Mountain Group: Sandstone, conglomerate, shale.

Jurassic and Cretaceous:

JKrm Relay Mountain Group: Argillite, siltstone, sandstone, and metamorphosed equivalents.

JKqd Granodiorite, quartz monzonite.

Permian to Jurassic:

PJbr Bridge River Group: Radiolarian chert, argillite, basalt, local carbonate, serpentine, ultramafics, phyllite, greenstone, schists.

Mineralization

Sulphide mineralization on the Property consists of widely scattered but rare disseminations of sphalerite in fractures within both intrusive and intruded rocks, and very rare coarse-grained molybdenite in quartz filled fractures (Hollister, 1979, McKillop, 1986). Molybdenite and minor chalcopyrite mineralization associated with the quartz stockwork veining on the Property is characteristic of porphyry type mineral deposits. Molybdenite mineralization is mainly located in the quartz-diorite stock south of Towinock Creek (north zone), known as the Tow Showing (MINFILE: 092INW090) and the stock located south of Spray Creek (south zone) is known as the Spray Occurrence (MINFILE: 092INW088). Pyrrhotite and lesser pyrite are also common as disseminations and as fracture plane coatings. Pyrrhotite and chalcopyrite are commonly associated with the molybdenite in quartz veins but are less common in higher grade zones (McKillop, 1979). A later set of larger veins (5-160cm) are also reported to contain arsenopyrite, sphalerite, and rare scheelite within quart-diorite stocks (Hollister, 1979, MINFILE: 092INW090). These veins trend between 090° and 130° and cut the quartz-diorite stock and the enclosing sediments (MINFILE: 092INW090). These larger veins tend to occur where rock and soil geochemistry indicated higher concentrations of gold and arsenic within the larger area of anomalous molybdenum values (McKillop, 1981).

Strong stockwork zones are often identified on the surface by a light-yellow stain caused from the weathering of pyrite or pyrrhotite within veins, fractures and as disseminations (MINFILE: 092INW090). It was also noted that ferrimolybdite was observed.

Trace amounts of scheelite was reportedly recovered by panning stream gravel in Towinock Creek just below the north zone sill, but not above it (McKillop, 1979).

Alteration associated with mineralization includes chloritization, sericitization, biotitization, and intense silicification without any evident pattern of alteration zoning (Price & Ditson, 1986). However, an extensive biotite hornfels aureole postdating the porphyry-type mineralization was reported to envelop the intrusion and the sediments (MINFILE: 092INW090).

An investigative drill program carried out by Duval in 1981 yielded significant Au values in two drill holes, with 3m of 2,100 ppb Au (0.06 ounces/ton) in DDH-CH81-3, and 21m of 3,670 ppb Au (0.107 ounces/ton) and 3m interval grading 7,860 ppb Au in DDH-CH81-4 (Price & Ditson, 1986). A series of easterly trending, 70°N-dipping, branching network of quartz veins between 5-130cm in thickness outcrop in the vicinity of DDH-CH81-4 which commonly extend to 30m from the main vein before pinching out (Rebagliati, 1986). Drill core also revealed zones of intense silicification and sericitization which completely obscure porphyritic textures and most quartz veinlets (MINFILE: 092INW088).

Five short DBD diamond drill holes were drilled in 1986 to follow up on the 1981 program and targeted the auriferous zone in hole CH81-4. All holes intersected a fine to medium grained biotitic porphyritic quartz diorite with irregular intervals of chlorite and silica alteration (Rebagliati, 1986). Porphyry type molybdenum and copper mineralization was reported in every hole and 3 possible modes of gold mineralization were identified: porphyry-type grey quartz stockwork veining; pervasively silicified zones; and late, white, branching quartz vein (Rebagliati, 1986). Hole 86-5 contained an

0.88m interval of disseminated pyrrhotite and pyrite, porphyrytype molybdenum-bearing stringers, and a 13cm thick brecciated grey quartz vein within which graded 10,270 ppb Au (0.289 oz/ton Au) (Rebagliati, 1986). Eighteen late quartz veins were sampled and compared to 9 similar vein intersections in split core which returned gold concentrations between 1 and 3,300 ppb Au (Rebagliati, 1986). Results indicate that gold is not uniformly distributed in the late veins, and no evidence of zoning was identified in the cluster of late veins distributed across the broad geochemical anomaly.

Gold values returned from the stockwork quartz-sulphide vein zone drill core suggests either surface depletion or zoning to higher gold concentration at depth (Price & Ditson, 1986).

FIGURE 14 – Example of Mineralization Found on the Property

Deposit Type

Cu-Au-Mo Porphyry Style Deposit

The Property is likely associated with a widespread hydrothermal Cu-Au-Mo porphyry style deposit (Figure 15 below). The mineralized zones are believed to be located within quartz diorite stockworks located just south of Towinock Creek near the Tow Showing and just south of Spray Creek near the Spray Occurrence. This area is underlain by a thick sequence of schistose argillites of the Jurassic-Cretaceous Relay Mountain Group which have been intruded by porphyritic quartz diorite stocks (MINFILE: 092INW090). The porphyritic quartz-diorite stocks, and to a lesser degree, the enclosing sediments have undergone multiple episodes of fracturing and related quartz veining providing the pathways for sulphide mineralization.

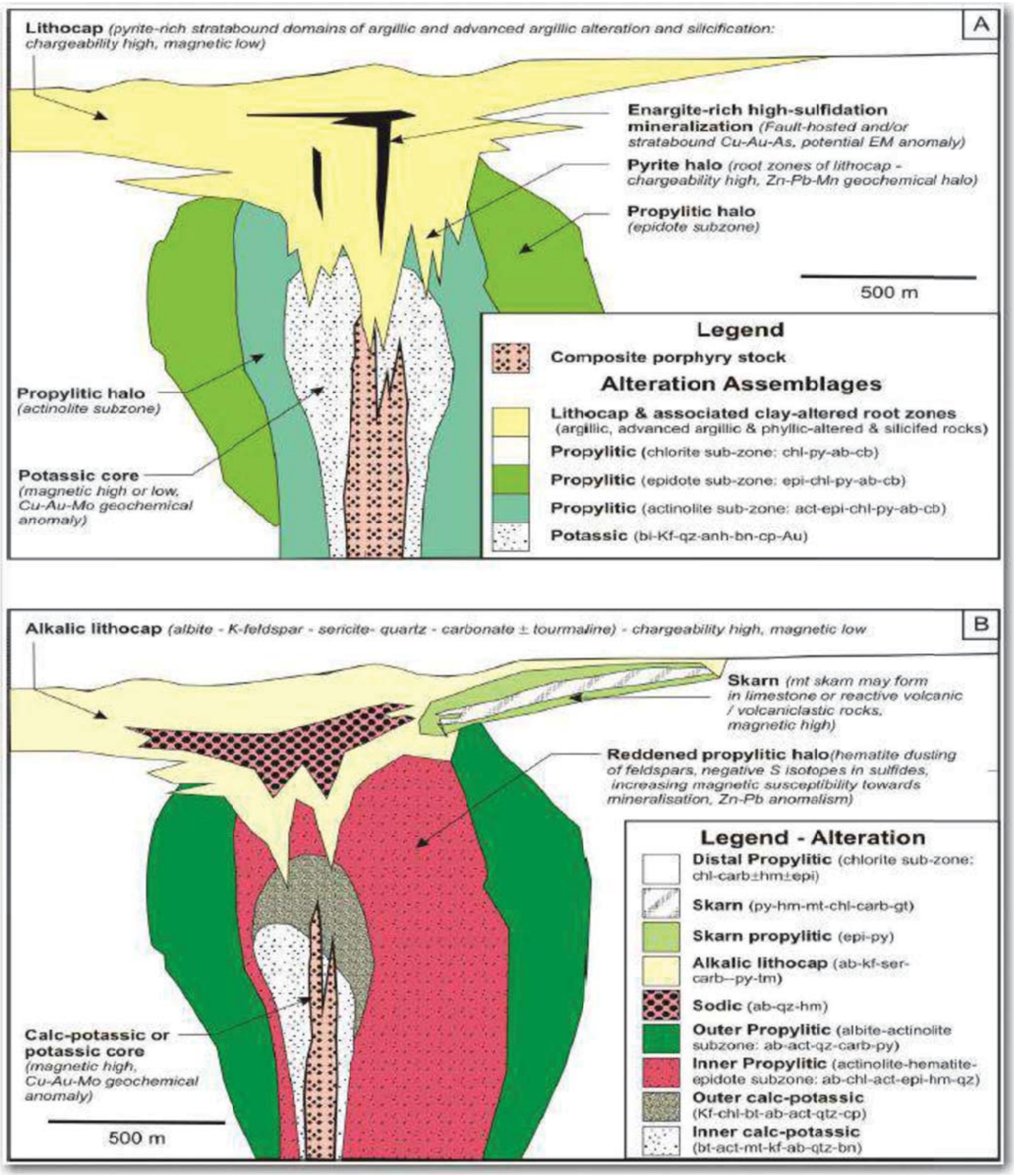
The formation of this style of deposit is related to orogenic belts at convergent plate boundaries (subduction-related magmatism), or extension settings related to strike-slip faulting or back arc spreading during continent margin accretion (Panteleyev, 1995). It is generally recognised that Cu-Au-Mo porphyry deposits are associated with granodiorite, quartz monzonite, quartz diorite granitoid rock types. Cu-Au-Mo porphyries tend to occur as large zones of hydrothermally altered host rock and are closely related to island-arc volcano-plutonic suites. Composition of intrusions range from basalt-andesite volcanic and gabbro-diorite-quartz-diorite associations. These deposits are characterized by quartz stockworks, veins, sulphide bearing veins (pyrite, chalcopyrite, bornite, with lesser molybdenum), closely spaced fractures and fracture selvages. These subvolcanic Intrusions are commonly emplaced by multiple successive intrusive phases and a wide variety of breccias. Grain size may range from coarse-grained phaneritic to porphyritic stocks, batholiths and dike swarms.

The timing of gold mineralization within these systems can be early or late and is related to magmatic or circulating meteoric waters. Early gold mineralization is closely associated with the potassic alteration zone and bornite and late mineralization is associated with pyrite and either sericitic, advanced argillic or skarn-destructive argillic alteration (Gendall, 1994). These deposits may be present in stockwork veins, skarns, or as carbonate and non-carbonate replacement (Gendall, 1994). Copper-gold style porphyries tend to be smaller in size compared to coppermolybdenum style porphyries (Gendall, 1994). Regional structures and structural lineaments act as mineralization controls in these systems and therefore the degree of fracturing and veining tends to favour the concentration of Cu and Au in these areas (Gendall, 1994; Panteleyev, 1995).

Mineralized zones occur at depths of 1 km or less and are mainly associated with the development of brecciated zones or preferential replacement in host rocks with a high degree of primary permeability (Panteleyev, 1995). Ore-grade stockworks are linked to zones of intensely developed fractures that are coincident or intersect multiple fracture sets. Propylitic alteration halo is widespread and generally surrounds an early potassic alteration core (which is commonly wellmineralized). Overprinting of early mineralization by younger mineralized phyllic alteration is also common. Pyrite is typically the predominant sulphide mineral, and the predominant ore minerals are chalcopyrite, molybdenite, lesser bornite and rare (primary) chalcocite. Subordinate minerals include tetrahedrite/tennantite, enargite and minor gold, electrum and arsenopyrite.

These deposits can be of the silica-oversaturated, silica-saturated and silica-oversaturated subtypes based on the modal composition of the associated alkalic intrusions and to a lesser extent on alteration (Lang & McClaren, 2003). The Property shows characteristics consistent with that of a silica-oversaturated alkalic copper-gold porphyry deposit on the basis of abundant quartz-sulphide veins, siliceous alteration, widespread, but weak sericitic alteration, and the presence of strong molybdenum mineralization, however the quartz-normative composition has not been reported in historical reports (Lang & McLaren, 2003). This particular style of deposit is favourable because, on average, they contain a greater tonnage of mineralization compared to other alkalic copper-gold porphyry types. Significant examples of silica-oversaturated alkalic copper-gold-molybdenum deposits include Goonombla/North Parks and Cadia-Ridgeway in Australia and Skouries in Greece (Lang & McLaren, 2003).

FIGURE 15 – Zoned Porphyry System Model after Holliday and Cooke, 2007



Exploration

2019 Field Program Sampling Procedures

Rock samples collected were located by GPS in NAD83 UTM Zone 10N, the sample location was recorded in field notebooks, an assay sample tag book and as a waypoint on a Garmin 60CSX GPS unit. Each sample was collected into its own 18" x 12" poly bag labeled with the locale (i.e. "Empirical") and a unique 7-character sample ID (i.e. E6690306) assigned from a barcoded Tyvek sample book. A tear-out tag with the barcode and unique sample ID was inserted in the bag with the sample and the bag sealed with a cable tie in the field. The sample locations are marked in the field with orange flagging type and the unique sample ID number written on the flagging tape.

Soils/talus fine samples were collected at 10 m intervals along lines spaced 10 m apart. All talus sample locations were recorded using hand-held GPS units. Sample sites are marked by flagging tape with the sample number written to it and tied/wrapped around a rock placed at the site. The talus samples were collected from 10 to 20 cm deep holes using hand-held geo-tools with larger rocks and pebbles removed by hand. The samples were placed into individually pre-numbered Kraft paper bags with corresponding sample tags inserted. The talus fine samples were sent to Bureau Veritas in Vancouver, BC where they were dried and screened to -80 mesh, dissolved using an aqua regia digestion and analyzed for 35 elements using the inductively coupled plasma-mass spectrometry technique ("**ICP-MS**").

2019 Exploration Program

Longford Exploration was commissioned by the Company to carry out an exploration program on the Property. Longford Exploration mobilized a crew of four from Vancouver, British Columbia on October 4, 2019 to carry out a 7-day geological mapping, prospecting and sampling program. The field program ran from October 5, 2019 to October 12, 2019 with the crew being dispatched from the Lillooet Blackcomb Helicopter base or utilizing the Texas Creek forest service road for access.

The program was a first pass exploration plan designed to assess the Property's potential for gold and copper mineralization and verify historical results and previous workings. A total of 102 rocks and 50 soil samples were collected during the program which are further described in Appendixes B and C of the Technical Report.

2019 Rock Sampling

Prospecting activities focused on locating structures, contacts, mineralization and observed lithologies, particularly in the area surrounding the Towinock and Spray showings of quartz-diorite sills where previous work (MINFILE: 092INW090 and 092INW088) reported samples returning values of 2,100 ppb Au over 3 m in DDH-CH81-3, 3,670 ppb Au over 21 m, and a 3 m interval grading 7,860 ppb Au in DDH-CH81-4 (Price & Ditson, 1986).

Given the steep terrain and snow, crews sampled along the outcropping quartz diorite found on the ridges of the Towinock and Spray sills. To the north of Towinock Creek, a third, poorly explored, quartz diorite Riley sill was explored and prospected briefly but due to deep snow and cliffs the area was left for future exploration in better conditions. Focus was given to drill collar locations of DDH-81-03 and DDH-81-04 which intercepted 3.00 m and 21.00 m at 2.10 g/t and 3.67 g/t Au during a 1981 program. Historical drill hole collars were identified, and core box stashes were found and prospected for mineralization. Pictures of the core boxes and mineralized core can be seen in Figures 16 and 17 below. The condition of the historic core and boxes is well preserved with some sample tags still legible; future programs might spend time to relog and resample this core.

FIGURE 16 – Example of Mineralized Historical Core Found on the Property

FIGURE 17 – Property Historical Core (Including DDH-CH81-3)

2019 Rock Results Overview

Table 7 below highlights the average, maximum and minimum values returned by the talus fine samples and results are illustrated in Figures 18 to 22. A detailed description of rock samples and full assay results are available in Appendixes B and D to the Technical Report.

TABLE 7 – Statistical Analysis of 2019 Property Exploration Program Results

Element	Au (ppb)	Ag (ppm)	Cu (ppm)	Mo (ppm)	Pb (ppm)	Zn (ppm)
Mean	42.82	0.51	39.45	40.87	5.85	125.76
Median	0.80	0.10	34.85	3.70	2.70	57.50
Mode	0.25	0.05	30.80	0.20	1.50	49.00
Max	3,175.40	31.90	117.50	513.00	2.00	5,093.00
Min	0.25	0.05	3.20	0.05	0.40	2.00

FIGURE 18 – 2019 Property Au in rock results (ppb)

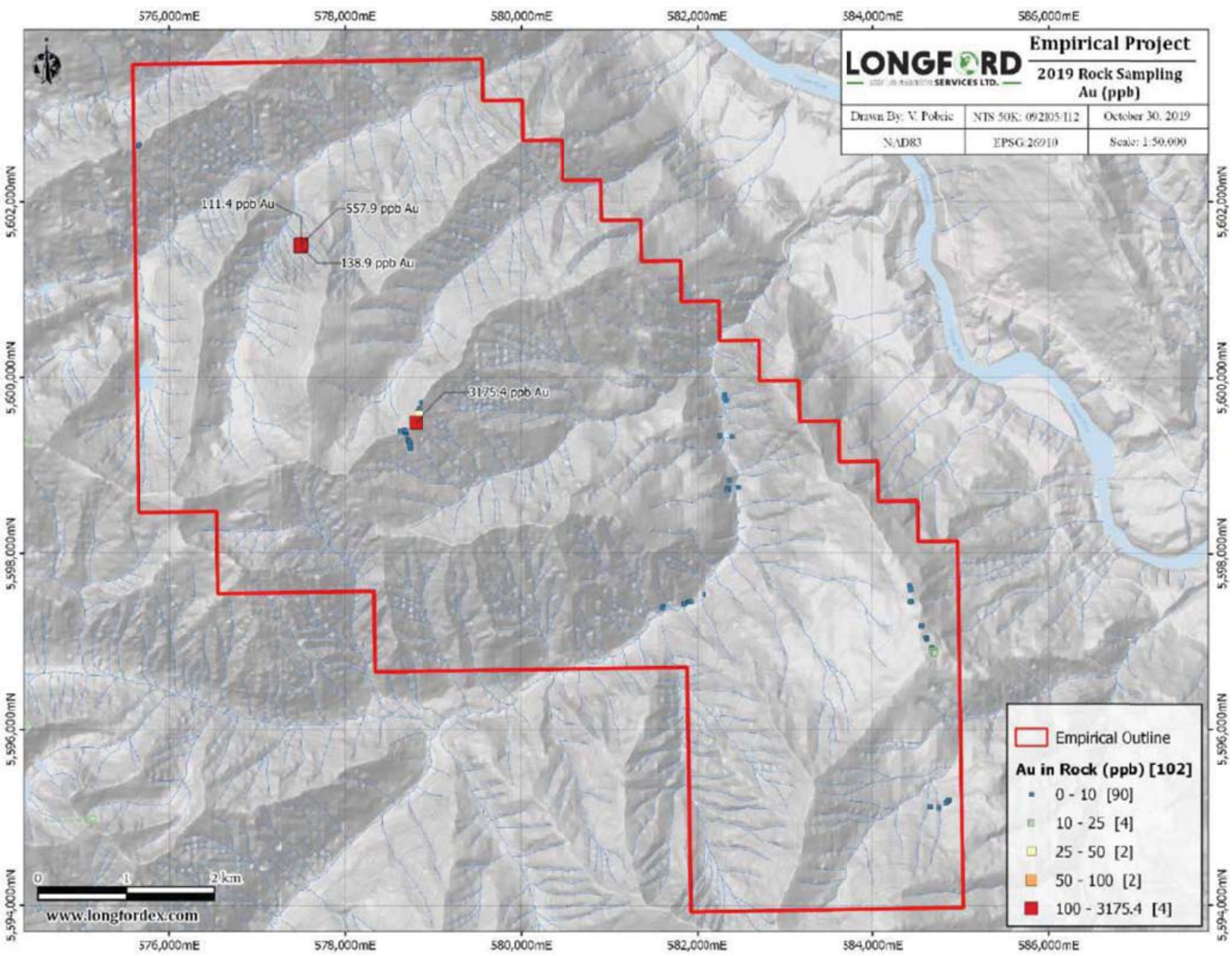


FIGURE 19 – 2019 Property Cu in rock results (ppm)

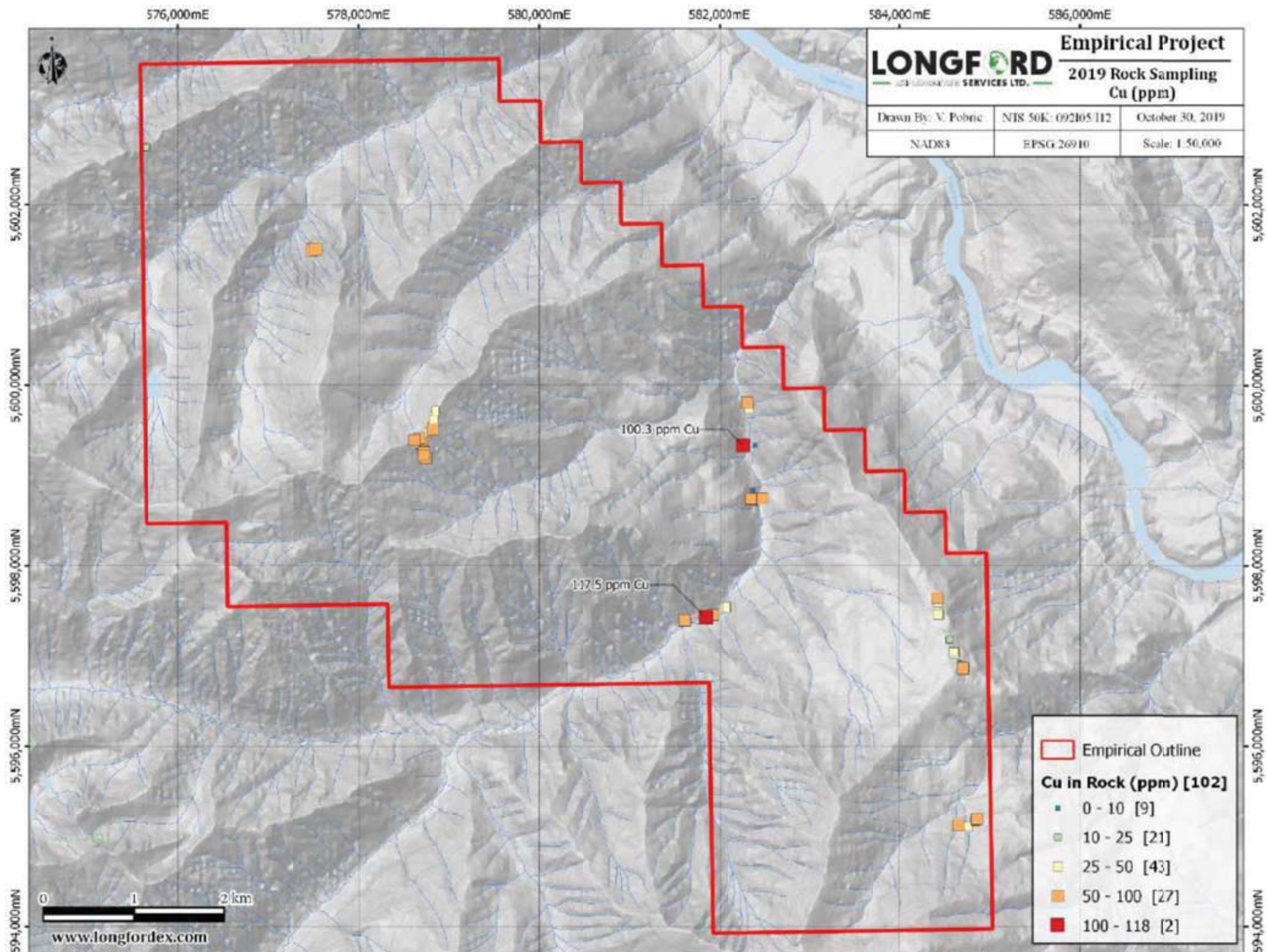


FIGURE 20 – 2019 Property Mo in rock results (ppm)

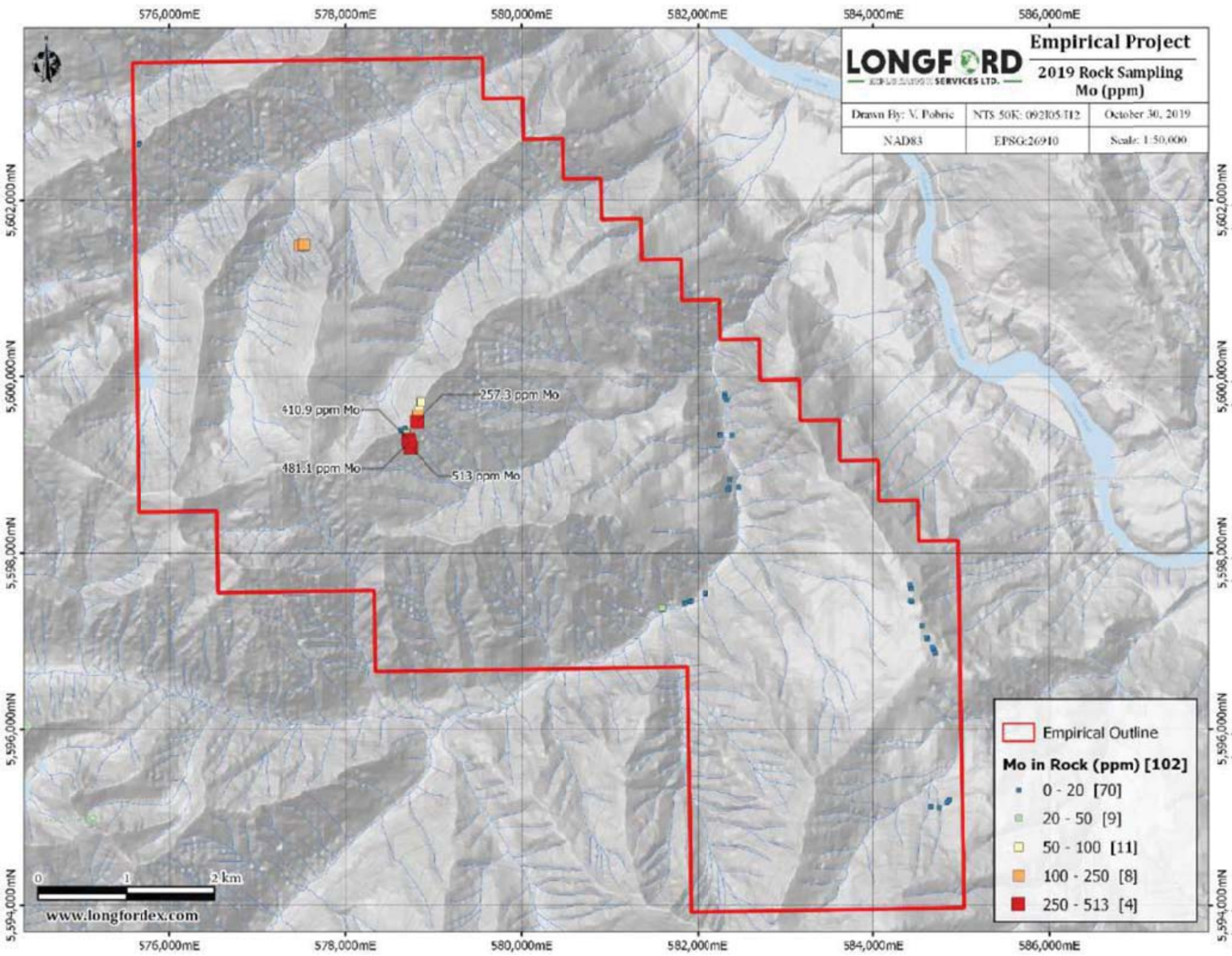
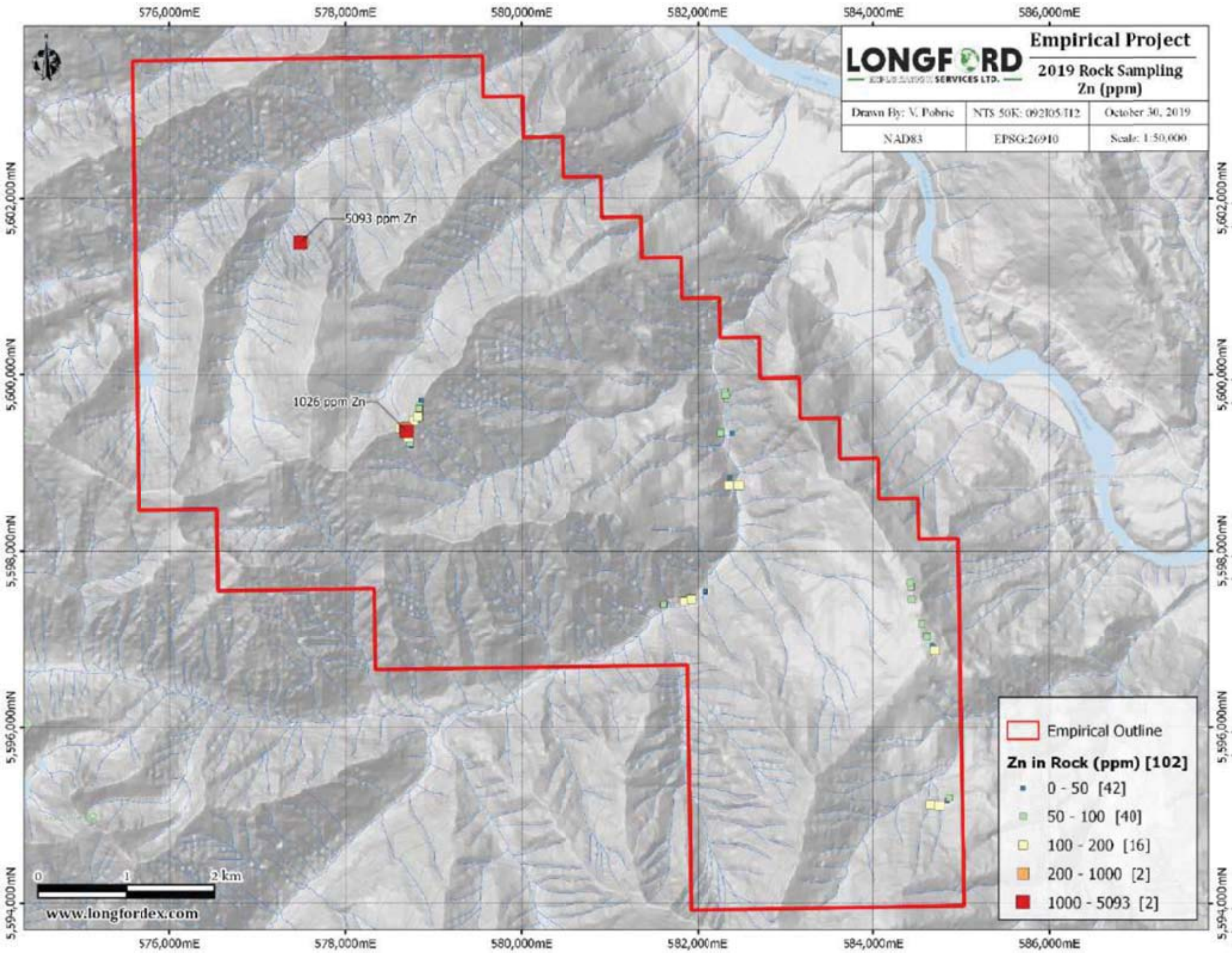


FIGURE 21 – 2019 Property Zn in rock results (ppm)



2019 Talus Fine Sampling

50 talus fine samples were collected across the Spray sill saddle in the vicinity of the historic insoil copper/gold anomalies. Select samples were taken in proximity to areas of historic sampling to verify historically reported analytical results, as well as to the North West and South East of historic samples to test for an extension of highly anomalous results.

2019 Talus Fine Results Overview

Table 8 below highlights the average, maximum and minimum values returned by the talus fine samples and results are illustrated in Figures 22 to 25. A detailed description of talus fines and full assay results are available in Appendixes C and E to the Technical Report.

TABLE 8 – Statistical Analysis of 2019 Property Exploration Program Talus Fines/Soil Results (n=50)

Element	Au (ppb)	Ag (ppm)	Cu (ppm)	Mo (ppm)	Pb (ppm)	Zn (ppm)
Mean	13.19	0.65	191.20	131.79	21.78	976.86
Median	7.50	0.45	168.40	32.85	14.35	682.50
Mode	1.60	0.20	149.80	13.70	14.10	375.00
Max	88.80	4.50	426.10	748.00	117.90	6,845.00
Min	1.00	0.10	54.40	6.70	5.10	137.00

FIGURE 22 – 2019 Property Au in soil results (ppb)

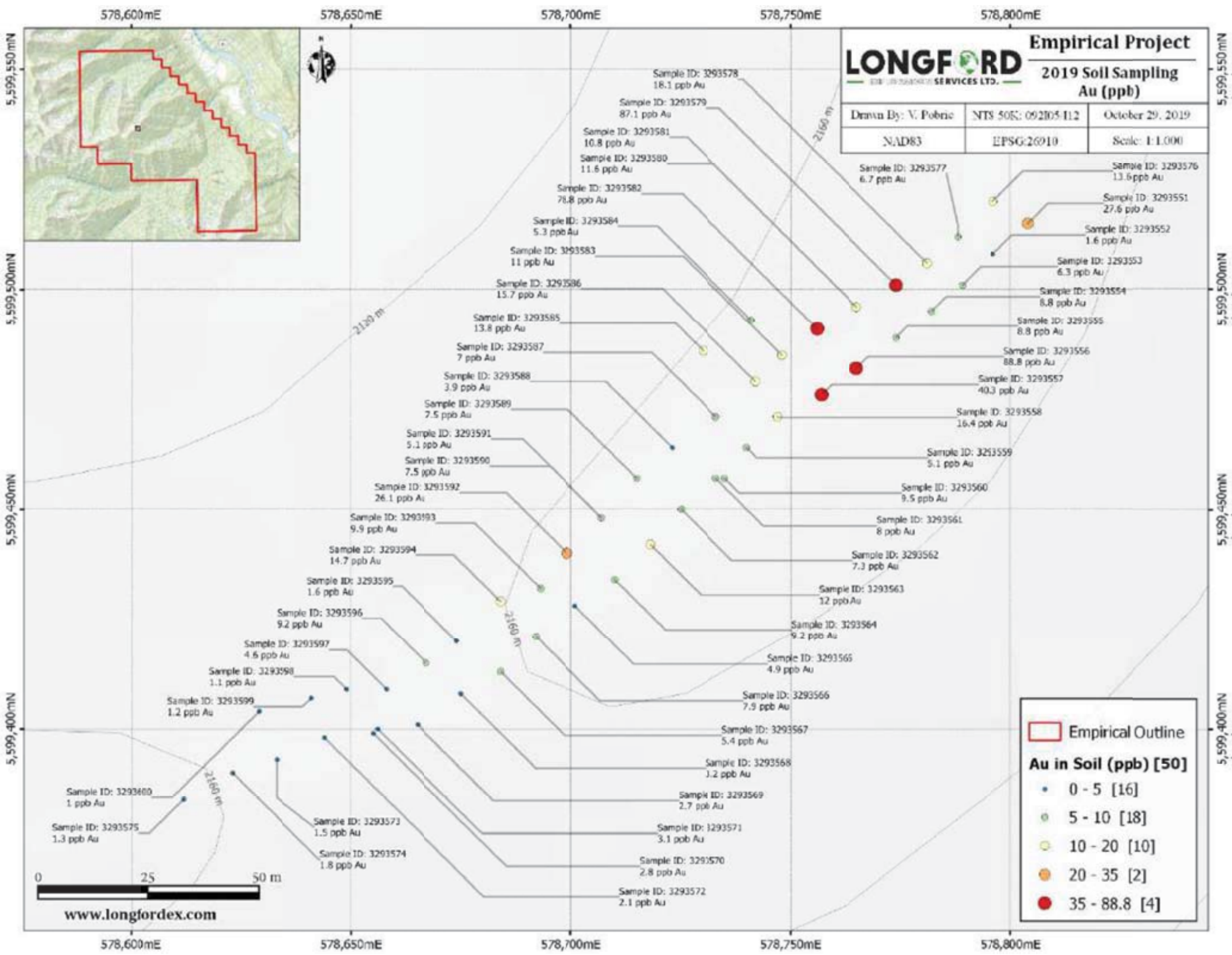


FIGURE 23 – 2019 Property Cu in soil results (ppm)

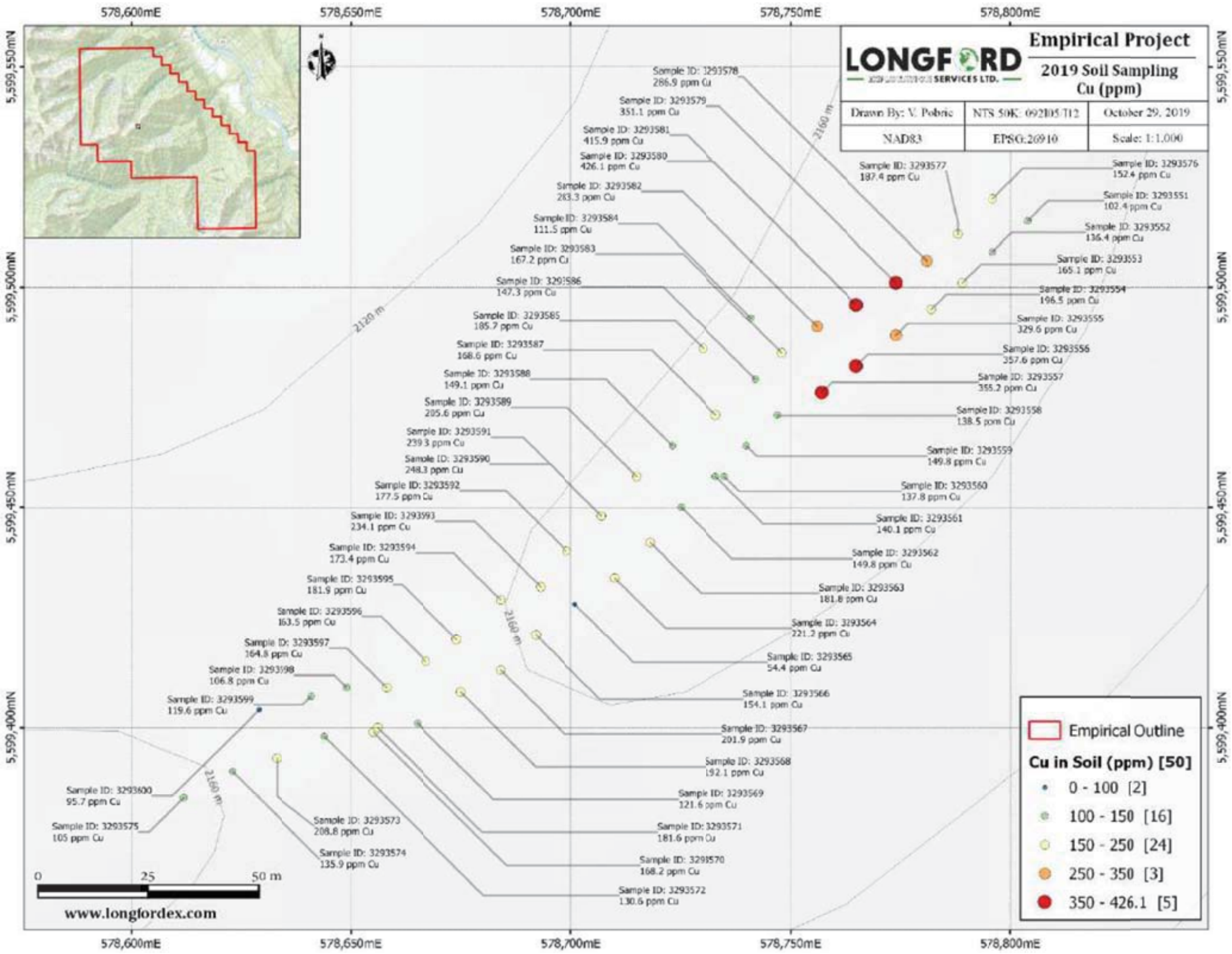


FIGURE 24 – 2019 Property Mo in soil results (ppm)

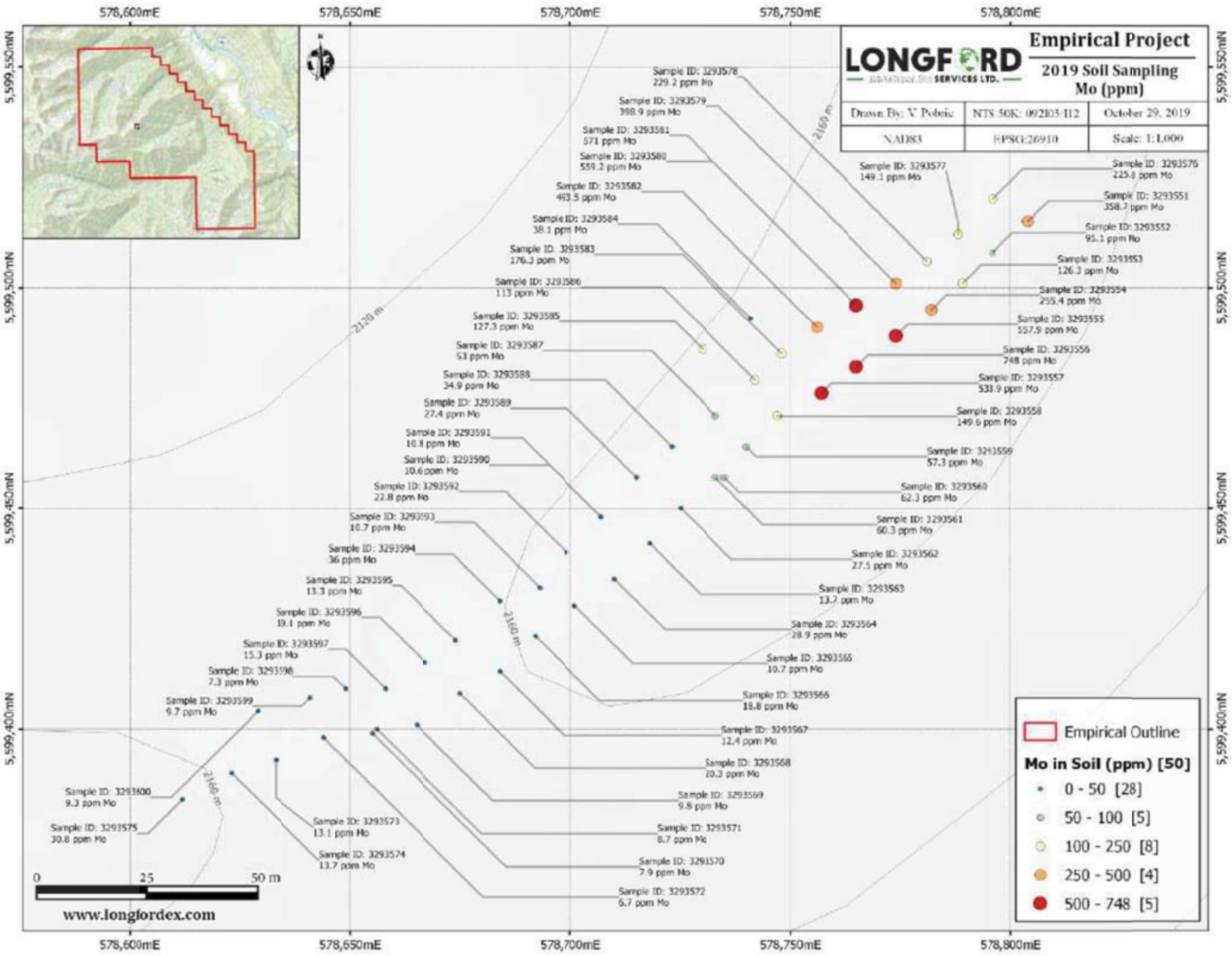
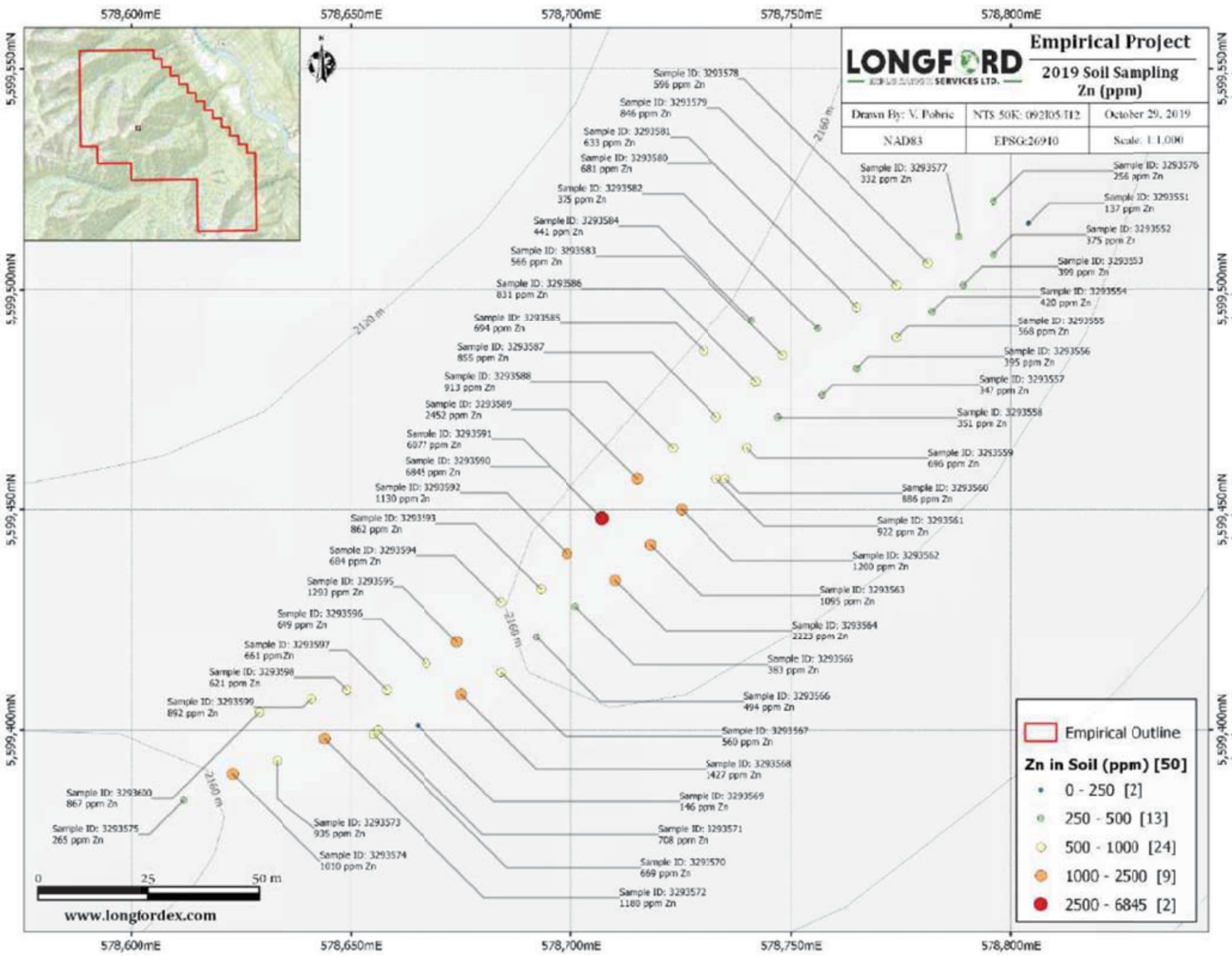


FIGURE 24 – 2019 Property Zn in soil results (ppm)



2019 Program Summary

During the 2019 Property exploration program identified a strongly bedded sequence of meta-sedimentary rocks intruded by quartz diorite and dacite sills/dykes and subsequently folded and faulted on the property. Later intrusions of andesite-dacite feldspar porphyry and basaltic dykes were also observed followed by a lessor folding and faulting event. Metasedimentary rocks observed consisted of locally dominant, argillite with siltstone, phyllite and calcite-chlorite sub schist and minor quartzite and chert. Most sedimentary/volcanic derived rocks were weakly calcareous, with or without calcite-ankerite lenses and laminae. More massive, dark grey-black (graphitic) argillite and intrusive rocks were observed to be non-calcareous. The pervasive, moderately to strongly hornfelsed character of the metasedimentary and volcanic rocks masked the local effects of sill and dyke emplacement. Mineralization was primarily observed in 2-10 cm wide quartz veins and fracture surfaces in the medium to coarse grained light grey quartz diorite found at the Towinock and Spray sills. Blebs of sulphides were found within quartz veins and disseminated throughout the vein selvedges with visible pyrite, chalcopyrite, trace sphalerite, black to red gossanous weathered material and minor molybdenum.

Table 9 below highlights the number of rock and soil/talus samples collected on the Property which fall within the typically anomalous range. A detailed map showing all rock sample IDs, locations and significant results is also available in Appendix F to the Technical Report.

TABLE 9 – Statistical Analysis of 2019 Property Exploration Program Talus Fines/Soil Results (n=50)

Element	Crustal Abundance	Typical Anomalous Conc in Rock	No. of Rock Samples within anomalous range	Typical Anomalous Conc in Soil	No. of Soil/Talus Fine Samples within anomalous range
Au	4 ppb	50-100 ppb	2	40-100 ppb	4
Ag	70 ppb	0.5-1 ppm	8	0.2-0.5 ppm	48
Cu	55 ppm	100-200 ppm	3	50-200 ppm	50
Pb	13 ppm	40-100 ppm	0	40-100 ppm	4
Zn	70 ppm	100-500 ppm	20	200-300 ppm	48
Mo	1.5 ppm	5 to 20 ppm	50	2 to 5 ppm	50
W	1.5 ppm	10 to 50 ppm	1	2 to 10 ppm	0
Ni	75 ppm	100-200 ppm	2	100-200 ppm	1
As	1.8 ppm	5 to 10 ppm	41	5 to 20 ppm	50

Drilling

The owner of the Property has not carried out any drilling on the Property.

Sample Preparation, Analysis, and Security

During the 2019 program a total of 102 rock samples and 50 soil samples were collected (Table 10 below). These samples were collected and secured in a manner to preserve sample integrity and provenance, enabling detailed sample descriptions and future analytical review.

Rock samples collected were located by GPS in NAD83 UTM Zone 10N, the sample location was recorded in field notebooks, an assay sample tag book and as a waypoint on a Garmin 60CSX GPS unit. Each sample was collected into its own 18” x 12” poly bag labeled with the locale (i.e. “Empirical”) and a unique 7-character sample ID (i.e. E6690306) assigned from a barcoded Tyvek sample book. A tear-out tag with the barcode and unique sample ID was inserted in the bag with the sample and the bag sealed with a cable tie in the field. The sample locations are marked in the field with orange flagging type and the unique sample ID number written on the flagging tape.

Soils/talus fine samples were collected at 10 m intervals along lines spaced 10 m apart. All talus sample locations were recorded using hand-held GPS units. Sample sites are marked by flagging tape with the sample number written to it and tied/wrapped around a rock placed at the site. The talus samples were collected from 10 to 20 cm deep holes using hand-held geo-tools with larger rocks and pebbles removed by hand. The samples were placed into individually pre-numbered Kraft paper bags with corresponding sample tags inserted. The talus fine samples were sent to Bureau Veritas in Vancouver, British Columbia where they were dried and screened to -80 mesh, dissolved using an aqua regia digestion and analyzed for 35 elements using the ICP-MS.

Chain of Custody

The Longford Exploration Crew maintained custody of all samples until they were delivered in person to Bureau Veritas Laboratories in Vancouver, British Columbia.

QA/QC

Longford Exploration Services applies a high-level QA/QC program for early stage exploration programs. A duplicate rock sample is collected every twentieth sample, while stream sediment is duplicated every tenth sample to confirm consistency of the data stream. More comprehensive QA/QC procedures are applied to larger systematic sampling programs.

Two check samples (001 and 002, described in Appendixes B and D to the Technical Report) were also collected by the author during the site visit. The results are reasonably in line with the samples Longford Exploration collected in the area.

More comprehensive QA/QC procedures are applied to larger systematic sampling programs.

Sample Analysis

Sample analysis has been and will be carried out by Bureau Veritas at its Vancouver location, which is ISO/IEC 17025:2005 and ISO 9001:2015 certified and independent of the Company.

The Author-collected check samples were delivered by the Author to ALS Chemex at its North Vancouver location, which is ISO/IEX 17025:2005 and ISO 9001:2015 certified and independent of the Company.

The analysis methods requested from the lab for the samples collected in the 2019 field exploration program are set out below:

TABLE 10 – Analytical methods requested from Laboratories

Sample Type	Analytical Methods
Analysis-Rock Bureau Veritas	PRP70-250, AQ200
Analysis-Soil Bureau Veritas	SS80, AQ200
Analysis-Rock ALS Chemex	Au-AA23, ME-MS61

Adequacy of Procedures

All sample collection and analysis performed by the Longford Exploration field crew conform to industry best practices and are in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Best Practice Guidelines.

Data Verification

The Author visited the Property on October 10, 2019 to confirm the mineral showing identified and review the general geology of the prospect areas. The Author also reviewed the crew methodology and concepts used in the 2019 exploration work.

The Author was able to complete a traverse over the mineralized stratigraphy to review the potential of the entire host rock stratigraphy. The traverse focused on a section coincident with the principal showings along Towinock Creek and Spray Creek on the northwest of the Property.

In the Author’s opinion, the data used for the purposes of the Technical Report are adequate and reliable.

Mineral Processing and Metallurgical Testing

There is no known mineral processing testing or metallurgical analyses in respect of the Property.

Mineral Resource Estimates

This is an early stage project and there is no mineral resource estimate on the Property.

Mineral Reserve Estimates

This is an early stage project and no mineral reserve estimates have been carried out on the Property.

Advanced Headings

The following headings are not relevant to this early stage property:

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

Adjacent Properties

There are currently no past or producing metal mines adjacent to the Property. However, past producers Fraser River Au Placer and Golden Cache are located 11 km north and 20 km west, respectively, of the centre of the Property.

The Golden Cache deposit is located on the cliffs above Cayoosh Creek in the metasedimentary rocks of the Bridge River Group. It was mined in the early 1900s for its small but high-grade goldquartz veins. A 10-stamp mill was supported for a short period of time producing a total of 727 ounces of Au from 3,075 tons of ore (0.236 oz/ton) (Price, 1986).

The current list of operating mines in the wider South-Central Region of British Columbia include: Bonanza Ledge, Copper Mountain, Gibraltar, Highland Valley, Mount Polley, and New Afton. A summary of 2018 operating mines including future forecasts, reserves and resources are summarized in Table 11 below (Clarke et al, 2019).

TABLE 11 – Operating metal mines, 2018, forecast mine production, reserves, and resources (Clarke et al, 2019)

Mine	Operator	Commodity, Deposit; MINFILE	Forecast 2018 Production (based on Q1-Q3)	Reserves	Resource	Comments
Bonanza Ledge	Bakerville Gold Mines Ltd.	Au; Au-quartz veins; 093H 140	120,000 t at 6.65 g/t Au diluted (as of December)	N/A	M: 264,000 t 7.3 g/t Au I: 508,300 t 6.2 g/t Au Inf: 173,400 t 4.6 g/t Au	Long hole and cemented rock fill.

Mine	Operator	Commodity, Deposit; MINFILE	Forecast 2018 Production (based on Q1-Q3)	Reserves	Resource	Comments
Copper Mountain	Copper Mountain Mining Corporation (75%), Mitsubishi Materials Corporation (25%)	Cu, Au, Ag; porphyry Cu-Au, alkalic; 092HSE001	80 Mlb Cu, 27,500 oz Au, 300,000 oz Ag (management's guidance)	P+Pr: 210,079 Kt 0.26% Cu, 0.08 g/t Au, 0.89 g/t Ag	M+I: 322,755 Kt 0.26% Cu, 0.08 g/t Au, 1.05 g/t Ag Inf: 111,855 Kt 0.21% Cu, 0.08 Au, 0.63 g/t Ag	Resources inclusive of reserves. Excludes New Ingerbelle: M+I: 195,647 Kt 0.26% Cu, 0.16 g/t Au, 0.50 g/t Ag Inf: 93,459 Kt 0.23% Cu, 0.14 g/t Au, 0.43 g/t Ag.
Gibraltar	Taseko Mines Limited (75%), Sojitz Corp. (12.5%), Dowa Holdings Co. Ltd. (6.25%), Furukawa Co. Ltd. (6.25%)	Cu, Mo; porphyry Cu+/-Mo+/-Au; 093B 012	130 Mlb Cu+Mo (management's guidance)	P+Pr: 668 Mtons 0.26% Cu, 0.008% Mo	M+I: 1011 Mtons 0.25% Cu, 0.008% Mo	Resources inclusive of reserves
Highland Valley	Teck Resources Limited	Cu, Mo; porphyry Cu+/- Mo+/-Au; 092ISW012, 45	102,500 t Cu, 3266 t Mo (management's guidance)	P+Pr: 589.5 Mt 0.300% Cu, 0.007% Mo	M: 488.4 Mt 0.31% Cu, 0.009% Mo I: 882.6 Mt 0.23% Cu, 0.009% Mo Inf: 382.4 Mt 0.23% Cu, 0.007% Mo	Resources exclusive of reserves.
Mount Polley	Imperial Metals Corporation	Cu, Au, Ag; Porphyry Cu-Au, alkalic; 093A 008	15.6 Mlb Cu, 39,500 oz Au (management's guidance)	P+Pr: 58.272 Mt 0.33% Cu, 0.30 g/t Au, 0.86 g/t Ag	M+I: 206.22 Mt 0.285% Cu 0.28 g/t Au, 0.67 g/t Ag Inf: 7.519 Mt 0.308% Cu, 0.24 g/t Au, 1.66 g/t Ag	Reserves in 5 zones. Resources inclusive of reserves. Shutdown of operations announced early 2019.
New Afton	New Gold Inc.	Au, Ag, Cu; Porphyry Cu-Au, alkalic; 092INE023	55,000- 65,000 oz Au, 75-85 Mlb Cu (Guidance) 64.3 Mlb Cu, 58.551 Koz Au, 200 Koz, Ag (Q3 actual)	P+Pr: 54.867 Mt 0.61 g/t Au, 2.0 g/t Ag, 0.78% Cu	M+I: 58.038 Mt 0.63 g/t Au, 2.1 g/t Ag, 0.76% Cu Inf: 15.253 Mt 0.39 g/t Au, 1.3 g/t Ag, 0.41% Cu	A, B and C zones + HW lens resources. Resources exclusive of reserves

* P = Proven; Pr – Probable; M = Measured; I = Indicated; and Inf = Inferred.

The Author has not been able to independently verify the above reserve information and it is not necessarily indicative of the mineralization on the Property which is the subject of this report.

Other Relevant Data and Information

The Author is not aware of any other relevant information not included in the Technical Report.

Interpretation and Conclusions

The presence of visible copper and molybdenum sulphides in veins, associated alteration and multiple generations of intrusions and dykes found within the Property may support the notion that a Cu-Au-Mo porphyry deposit may underlie the property. The Property is situated in the Bridge River Terrane of the Coast Belt which is an area that has significant potential for the discovery of new porphyry deposits. The area where the Property resides is known to host 26 significant porphyry deposits, including Imperial Metal Corporation’s historic Huckleberry Mine and Noranda Inc.’s historic Babine Porphyry camp. Potentially analogous Cordilleran Continental Arc porphyries from the South Eastern Coast Mountains within 150 km of Property includes:

- Fish Lake (Prosperity) 1,150 Mt @ 0.22% Cu and 0.41 g/t Au

- Poison mountain 808 Mt @ 0.24% Cu and 0.12 g/t Au

- Taseko 15 Mt @ 0.53% Cu and 0.53 g/t Au

The Property is found in an environment which has a demonstrated potential for hosting porphyry deposits. Confirmed visual mineralization and surface alteration found on the Property warrants further exploration on the Property.

Recommendations

During the 2019 Property exploration program the Longford Exploration crew located historic workings, visible sulphide mineralization, and verified historically reported assay results. Evidence suggests the Property could potentially host a larger mineralizing system.

A two-phase exploration program is recommended to further define zones of anomalous mineralization located during the 2019 exploration program. A cost estimate is provided in Table 12 below. The exploration should consist of geological and structural mapping, prospecting, and soil sampling to test the highest-ranking target areas for further mineralization. Geophysics may also be implemented to further define zones of high priority after additional groundwork is undertaken. Close attention should be put to alteration mapping and zonation, both from the geologic and geophysical work, as this will be a key vector to further delineate drill targets. Once more defined areas of mineralization are established, diamond drilling should commence if warranted. Phase 2 work is contingent on positive results from the previous phase of work.

Geophysics

A property wide VTEM™ survey is recommended to define magnetic and conductive anomalies at a higher resolution than currently available in regional data. A clear magnetic survey will help define the property’s potential to host a large mineralizing system. VTEM™ Plus Time Domain EM system is excellent for locating discrete conductive anomalies as well as mapping lateral and vertical variations in resistivity. The resistivity mapping can be utilized to interpret alteration fronts and further post-processing can help further refinement of targets.

Prospecting

The magnetic and conductive anomalies identified in the geophysical phase will require prospecting to correlate these known lithological mapped units, alteration and mineralization. This phase of prospecting will be aimed at defining future drill targets over anomalies and will therefore include rock and soil sampling.

Drilling

Data collected from the geophysical and prospecting programs will be used to identify drill targets. Ideally, the drill targets will show soil anomalies, alteration or mineralization at the surface and correlate with a geophysical anomaly to help define dimensions of any target body. Any targets identified from the budgeted program above are recommended to be followed up with drilling.

Proposed Exploration Budget

A budget for a VTEM™ geophysical survey, follow-up prospecting, and drilling has been proposed in the Table 12 below.

	Operator	Estimated Cost
Phase 1	Geological and Structural Mapping, Prospecting, Soil Sampling	
	2 weeks, 4-person crew (1 Project Manager, 2 Geologists, 1 helper)	$50,000
	VTEM™ geophysical survey	$90,000
	Interpretation of results-14 days	$10,000
	Subtotal:	$150,000
Phase 2	Anomaly Follow Up (contingent on results from Phase 1)	
	500 m of trenching	$100,000
	1,500 m of diamond drilling to test geophysical, geochemical, and mapping targets	$500,000
	Subtotal:	$600,000
	Total:	**$750,000**

References

For a complete list of references used in the Technical Report, reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Corporation's profile on SEDAR at www.sedar.com.

USE OF PROCEEDS

Funds Available

Assuming the Minimum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $66,150 under the Minimum Offering (or $76,072.50 in the event the Greenshoe Option is exercised in full), are expected to be $536,500 (or $636,827.50 in the event the Greenshoe Option is exercised in full). Assuming the Maximum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $94,500 under the Maximum Offering (or $108,675 in the event the Greenshoe Option is exercised in full), are expected to be $823,150 (or $966,475 in the event the Greenshoe Option is exercised in full). As at February 29, 2020, the Company had working capital of approximately $24,326. Accordingly, the Company anticipates having minimum available funds of approximately $560,826 and maximum available funds of approximately $847,476 following the Closing.

Principal Purposes

The funds available following the Closing (assuming no exercise of the Greenshoe Option) are expected to be used as follows:

Use of Available Funds	Minimum Offering Amount ($)[1]	Maximum Offering Amount ($)[1]
Proposed Phase 1 exploration program on the Property as outlined in the Technical Report[2]	150,000	150,000
General and administrative expenses for 12 months[3]	198,000	198,000
Unallocated working capital[4]	212,826	499,476
Total	560,826	847,476

(1) The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. See "*Use of Proceeds*".

(2) See table in preceding section under heading "*Narrative Description of the Business – Recommendations*" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Property.

(3) Includes management fees of $144,000 payable to the Company's CEO and CFO; transfer agent fees of $4,000; legal fees of $20,000; audit fees of $5,000; travel expenses of $5,000; and Exchange and regulatory fees of $20,000.

(4) Any funds received upon exercise of the Greenshoe Option will be treated as unallocated working capital.

Negative Operating Cash Flow

Subject to, and upon completion of the Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months.

Since incorporation, the Company has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Phase 1 exploration program on the Property. Although the Company has allocated $198,000 (as above) from the Offering to fund its ongoing operations for a period of twelve months, thereafter, the Company will be reliant on any working capital and future equity financings for its funding requirements. Unallocated funds from the Offering and from the exercise of any of the Greenshoe Option or the Agent's Options will be added to working capital of the Company, and be expended at the discretion of management.

The Company intends to spend the funds available to it as stated in this Prospectus. Conversely, any unallocated working capital may be used by the Company to identify, consummate and, if warranted, develop additional mineral exploration properties as and when such opportunities are presented to or discovered by the Company. In addition, management of the Company has determined that, due to financing uncertainties affecting the mineral exploration industry in general, it is prudent to retain unallocated working capital in the event financing difficulties or a market downturn occurs in the future. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. The use of funds available will vary depending on the Company's operating and capital needs from time to time and will be subject to the discretion of management of the Company.

Business Objectives and Milestones

The Company is primarily engaged in the acquisition, exploration and development of mineral properties. The Company's business objectives include completing the work program recommended in the Technical Report. See the section of this Prospectus entitled "*Recommendations*" for the components of the work program for Phase 1 and Phase 2, and the expected costs related to each component.

The Company's business objectives are as follows:

1. complete the Offering by the end of May, 2020;

2. complete the recommended Phase 1 program on the Property estimated at totaling $150,000 by summer 2020; and

3. if the results of the Phase 1 program are successful, undertake the recommended Phase 2 program on the Property. The Phase 2 program may require the Company to raise additional capital.

In the event that the results of the Phase 1 program do not warrant further exploration activity, the Company will revise its business plan and objectives, which revisions may include the acquisition of additional mineral properties or joint ventures with other exploration or mining companies. Such activities will also likely require that the Company raise additional capital. There can be no assurance that the Company can raise such additional capital if and when required. See "*Risk Factors*."

DIVIDENDS

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

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

MANAGEMENT'S DISCUSSION AND ANALYSIS

The MD&A for the period from incorporation on September 11, 2019 to December 31, 2019 provides an analysis of the Company's financial results for such period and should be read in conjunction with the financial statements of the Company for such period, and the notes thereto. The MD&A for the period from incorporation on September 11, 2019 to December 31, 2019 is attached to this Prospectus as Appendix B.

Certain information included in the MD&A attached to this Prospectus as Appendix B is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Cautionary Statement Regarding Forward-Looking Statements*" for further detail.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Company consists of an unlimited number of Common Shares, of which 10,050,000 Common Shares were issued and outstanding as at the date of this Prospectus.

Common Shares

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

Agent's Options

The Company has agreed to grant the Agent such number of non-transferable Agent's Options as is equal to 9% of the number of Common Shares sold pursuant to the Offering, each of which will be exercisable into one Common Share at a price of $0.175 per Common Share for a period 24 months from the Closing. The issuance of the Agent's Options are qualified under this Prospectus. See "*Plan of Distribution*".

Greenshoe Option

The Agent has been granted a Greenshoe Option pursuant to which the Agent may acquire from the Company, within thirty days of the Closing, at a price of $0.175 per Common Share, an additional 15% of the number of Common Shares sold under the Offering to cover over-allotments, if any. The grant of the Greenshoe Option and the Common Shares issuable upon exercise of the Greenshoe Option are qualified under this Prospectus. See "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION

The following table summarizes the Company's capitalization as of the date of this Prospectus and upon completion of the Minimum and Maximum Offering, respectively:

Description	As at December 31, 2019	As at the date of this Prospectus	After giving effect to the Minimum Offering[(1)]	After giving effect to the Maximum Offering[(1)]
Common Shares	9,650,000	10,050,000	14,250,000	16,050,000
Agent's Options	-	-	378,000	540,000

(1) Not including the Greenshoe Option.

OPTIONS TO PURCHASE SECURITIES

The Board adopted the Stock Option Plan on February 24, 2020. The purpose of the Stock Option Plan is to: (i) attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under the Stock Option Plan and (ii) recognize contributions made by eligible persons and to create an incentive for their continuing assistance to the Company and its affiliates. The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such directors, officers, employees, or consultants of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of options will be determined by the Board, but after listing of the Common Shares on the Exchange such price will not be less than the minimum prevailing price permitted by the Exchange. All options granted under the Stock Option Plan will expire not later than the maximum exercise period as determined by the applicable securities laws and the policies of the Exchange. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; (iii) one year from the date of disability; or (iv) one year from the date of death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Unless authorized by the shareholders of the Company in accordance with applicable securities laws, the number of Common Shares reserved for issuance under the Stock Option Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, is subject to the restrictions imposed under applicable securities laws.

Options Granted

As of the date of this Prospectus, the Company has not granted any options to purchase Common Shares under the Stock Option Plan.

PRIOR SALES

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

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Corporation
September 11, 2019	$0.005	500,000	$2,500
October 1, 2019	$0.005 (deemed)	2,000,000	N/A Under Option Agreement (deemed price of $0.005 per Share)
December 31, 2019	$0.02	7,150,000	$143,000
February 13, 2020	$0.10	400,000	$40,000
	TOTAL	**10,050,000**	**$185,500**

ESCROWED SECURITIES

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

On ♦, 2020, the Company entered into the Escrow Agreement with the Transfer Agent, Peter Nguyen, Westridge Management International Limited and Longford Capital Corp., whereby 2,750,000 Common Shares are subject to escrow.

Notwithstanding the escrow restrictions imposed by NP 46-201, certain non-principal shareholders who participated in the founder's round of financing voluntarily entered into the Voluntary Escrow Agreement, such that an additional 3,200,000 Common Shares were deposited into escrow with the Voluntary Escrow Agent and subject to the restrictions provided therein.

The Voluntary Escrow Agreement provides that 10% of the number of securities held thereunder will be released on Closing and an additional 15% of the number of securities originally held thereunder shall be released on each of 6 months, 12 months, 18 months, 24 months, 30 months and 36 months thereafter.

The following table sets out the number of securities expected to be subject to escrow restrictions imposed by the Escrow Agreement and the Voluntary Escrow Agreement at Closing:

Designation of Class	Number of Securities held in Escrow or that are subject to a Contractual Restriction on Transfer	Percentage of class[(1)]	Percentage of class[(2)]
Common Shares	2,750,000[(3)]	19.30%	17.13%
Common Shares	3,200,000[(3)]	22.46%	19.94%

(1) Based on 14,250,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Minimum Offering (not including the Greenshoe Option).

(2) Based on 16,050,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Maximum Offering (not including the Greenshoe Option).

(3) 2,750,000 Common Shares are held by principals (as defined in NP 46-201) and are subject to the Escrow Agreement pursuant to NP 46-201 and the remaining 3,200,000 Common Shares are subject to the Voluntary Escrow Agreement on a voluntary basis with escrow restrictions on the same basis as those imposed by NP 46-201.

As the Company anticipates being an "emerging issuer" as defined in NP 46-201, the following automatic timed releases will apply to the Escrow Securities:

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

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

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

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

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

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

RRIF, or the beneficiaries of another plan or fund are limited to the holder's spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

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

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and executive officers of the Company, as of the date of this Prospectus, and as of the Closing, no person beneficially owns, controls or directs, or will beneficially own, control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company other than the following:

		Percentage of Securities Held		
Name of Shareholder	**Number of Common Shares**	**At the date of this Prospectus[(1)]**	**After giving effect to the Minimum Offering[(2)]**	**After giving effect to the Maximum Offering[(3)]**
Longford Capital Corp.[(4)]	2,000,000	19.90%	14.04%	12.46%

(1) Based on 10,050,000 Common Shares outstanding at the date of this Prospectus.

(2) Based on 14,250,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Minimum Offering (not including the Greenshoe Option).

(3) Based on 16,050,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Maximum Offering (not including the Greenshoe Option).

(4) Longford Capital Corp. is a private company controlled by James Rogers, the CEO and a director of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

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

					Percentage of Securities Held		
Name and Municipality of Residence	**Principal Occupation during past Five Years**	**Director or Officer Since**	**If Director, expiry of term of office**	**Common Shares Beneficially Owned**	**At the date of this Prospectus[(1)]**	**After giving effect to the Minimum Offering[(2)]**	**After giving effect to the Maximum Offering[(3)]**
James Rogers Vancouver, BC *CEO and Director*	Consultant in Natural Resource Industry	November 1, 2019	At next Annual General Meeting	2,000,000[(5)]	19.90%	14.04%	12.46%
Peter Nguyen[(4)] Vancouver, BC *CFO and Corporate Secretary*	Chartered Accountant	December 31, 2019	N/A	250,000	2.49%	1.75%	1.56%

Name and Municipality of Residence	Principal Occupation during past Five Years	Director or Officer Since	If Director, expiry of term of office	Common Shares Beneficially Owned	Percentage of Securities Held		
					At the date of this Prospectus[(1)]	After giving effect to the Minimum Offering[(2)]	After giving effect to the Maximum Offering[(3)]
Andrew Male[(4)] Vancouver, BC *Director*	Finance Consultant in Natural Resource Sectors	September 11, 2019	At next Annual General Meeting	500,000[(6)]	4.96%	3.51%	3.12%
Theo van der Linde[(4)] North Vancouver, BC *Director*	Chartered Accountant	January 17, 2020	At next Annual General Meeting	Nil	-	-	-
Total:				**2,750,000**[(7)]	**27.36%**	**19.30%**	**17.13%**

(1) Based on 10,050,000 Common Shares outstanding at the date of this Prospectus.

(2) Based on 14,250,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Minimum Offering (not including the Greenshoe Option).

(3) Based on 16,050,000 Common Shares issued and outstanding following the Closing, on an undiluted basis, assuming completion of the Maximum Offering (not including the Greenshoe Option).

(4) Member of the Audit Committee.

(5) Held indirectly by Longford Capital Corp., a company controlled by Mr. Rogers.

(6) Held indirectly by Westridge Management International Limited, a company controlled by Mr. Male.

(7) All securities held by directors and officers of the Company are escrowed under the Escrow Agreement. See "*Escrowed Securities*".

Term of Office

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

Biographical Information

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

James Rogers - Age 31, CEO and Director

James Rogers is a mining professional who has been active in the mineral exploration industry for 10 years. He is currently President and CEO of Longford Exploration, an international exploration services company that performs services for numerous exploration companies Mr. Rogers studied Geology at Simon Fraser University. Mr. Rogers is currently a director of Global UAV Technologies Ltd. and of Jazz Resources Inc.

Mr. Rogers expects to devote 50% of his time to the affairs of the Company. Mr. Rogers, in his capacity as CEO and director of the Company, is not currently subject to the terms of any non-competition. Pursuant to the terms of the Longford Exploration Consulting Agreement, Mr. Rogers, as principal of Longford Exploration, is subject to certain non-disclosure and confidentiality provisions.

Peter Nguyen - Age 33, CFO and Corporate Secretary

Peter Nguyen is a Chartered Professional Accountant with over 10 years of experience and holds a degree from the University of British Columbia. Mr. Nguyen is the CFO of reporting issuers Cameo Industries Corp. (formerly Cameo Cobalt Corp.), AgraFlora Organics International Inc., 1014379 B.C. Ltd. and MegumaGold Corp. He has held senior financial positions for both public and private companies where he provided assurance, corporate finance, tax and business advisory services.

Mr. Nguyen expects to devote 30% of his time to the affairs of the Company. Mr. Nguyen, in his capacity as CFO and Corporate Secretary of the Company, is not currently subject to the terms of any non-competition or non-disclosure agreement.

Andrew Male - Age 52, Director

Mr. Male is an experienced director and officer of international public and private investment, mining and oil & gas companies. Mr. Male is a former founder and CEO of a Top 50 TSX Venture Exchange ranked company, which, during his tenure, he guided the company through its initial financing phases, project acquisitions, deployment of exploration programs, development financing, transitioning mining assets from greenfield to brownfield and the acquisition of adjacent producers. Mr. Male also negotiated the financing and joint venture with a private equity firm resulting in the eventual takeover and consolidation into their business operations. Presently, Mr. Male works with several “family offices” (private wealth management advisory firms that serve ultra-high-net-worth investors) and specific investors that seek access to an array of transformational opportunities. He is an Associate of Columbus Energy Partners, an incubator and accelerator of companies in the energy sector.

Mr. Male expects to devote 15% of his time to the affairs of the Company. Mr. Male, in his capacity as director of the Company, is not currently subject to the terms of any non-competition or non-disclosure agreement.

Theo van der Linde - Age 46, Director

Mr. van der Linde is a Chartered Accountant with 22 years extensive experience in finance, reporting, regulatory requirements, public company administration, equity markets and financing of publicly traded companies. He has served as a CFO & Director for a number of TSX Venture Exchange and Canadian Securities Exchange listed companies over the past several years. Mr. van der Linde has extensive experience in financial services, manufacturing, oil & gas, mining and retail industries. Most recently, he has been involved with future use trends of natural resources as well as other disruptive technologies. Mr. van der Linde received a B.Comm. (Hons) in Finance, is a Chartered Accountant and is a member of good standing of the Institute of the Chartered Public Accountants of British Columbia.

Mr. van der Linde expects to devote 5% of his time to the affairs of the Company. Mr. van der Linde, in his capacity as director of the Company, is not currently subject to the terms of any non-competition or non-disclosure agreement.

Cease Trade Orders

Other than disclosed below, no director or executive officer of the Company, is or has been, within the ten years preceding the date of this Prospectus, a director, CEO or CFO of any company that:

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

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

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

Andrew Male was CEO and a director of Cancana Resources Corp. ("**Cancana**") when it was unable to complete its financial statements and the requisite filings for the year ended December 31, 2012 within the prescribed timeframe. Therefor Mr. Male personally agreed to a management cease trade order (the "**MCTO**") in an effort to allow the auditor of Cancana sufficient time to complete the audit and make the filing.

The MCTO was issued on June 3, 2013 by the Alberta Securities Commission, the audited financials were completed and filed on July 31, 2013 and in turn the MCTO was lifted at the close of business on August 6, 2013.

Bankruptcies

No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, within the ten years preceding the date of this Prospectus:

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

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

Penalties or Sanctions

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

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

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

Personal Bankruptcies

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

Conflicts of Interest

There are no existing material conflicts of interest between the Company and any director or officer of the Company. Directors and officers of the Company may serve as directors and/or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, certain directors of the Company may have a conflict of interest in negotiating and conducting terms in respect of any transaction involving such companies. In the event that such conflict of interest arises at a meeting of the Board, a director who has such a conflict is required to disclose such conflict and abstain from voting for or against the approval of such transaction.

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

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

1. each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;

2. each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;

3. in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs 1 and 2 above at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under NI 51-102, for that financial year; and

4. each individual who would be a named executive officer under paragraph 3 above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each, a "**NEO**").

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

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

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

Currently none of the NEOs has entered into a consulting or employment agreement with the Company.

Summary Compensation Table

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company, or any subsidiary of the Company, to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary of the Company for the period from incorporation on September 11, 2019 to December 31, 2019, other than stock options and other compensation securities:

Table of Compensation excluding compensation securities							
Name and Position	**Year**	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Value of Perquisites ($)**	**Pension Value ($)**	**All Other Compensation ($)**	**Total Compensation ($)**
James Rogers *CEO and Director*	From the date of incorporation on September 11, 2019 to December 31, 2019	10,000	Nil	Nil	Nil	Nil	10,000
Peter Nguyen *CFO and Corporate Secretary*	From the date of incorporation on September 11, 2019 to December 31, 2019	2,000	Nil	Nil	Nil	Nil	2,000
Andrew Male *Director*	From the date of incorporation on September 11, 2019 to December 31, 2019	Nil	Nil	Nil	Nil	Nil	Nil
Theo van der Linde *Director*	From the date of incorporation on September 11, 2019 to December 31, 2019	Nil	Nil	Nil	Nil	Nil	Nil

Stock options and other compensation securities

As at March 24, 2020, there were no stock options outstanding. For details regarding stock options previously granted by the Company, see "*Options to Purchase Securities*".

Exercise of Compensation Securities by Directors and NEOs

No director or NEO has exercised any compensation securities during the period from incorporation on September 11, 2019 to December 31, 2019.

Stock Option Plans and Other Incentive Plans

Stock Options

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

As of the date hereof, the Company has granted no options to its directors and officers. See "*Options to Purchase Securities*" above.

As of the date of this Prospectus, the Company does not have any other incentive plans other than the Stock Option Plan nor has the Company granted any other incentive awards to its directors and officers.

Employment, Consulting and Management Agreements

Other than disclosed below, the Company has not entered into written employment or consulting agreements with any of its executive officers.

On October 31, 2019, the Company entered into the Longford Exploration Consulting Agreement with Longford Exploration, pursuant to which Longford Exploration, through its principal James Rogers, agreed to provide certain management services to the Company, including without limitation to acting as CEO of the Company (collectively, the "**Services**"). As consideration for the Services to be provided by Mr. Rogers, the Company has agreed to pay Longford Exploration a monthly consulting fee of $10,000 plus applicable taxes.

Oversight and description of director and NEO compensation

The objectives of the Company's compensation policies and procedures are to align the interests of the Company's directors and NEOs with the interests of the shareholders of the Company. The Company intends to rely on Board discussion without a formal agenda for objectives, criteria and analysis, when determining compensation for the Company's directors and NEOs. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

At present the Board does not have a compensation committee or a nominating committee. As such, all tasks related to developing and monitoring the Company's approach with respect to the compensation of the directors and officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by the members of the Board. Compensation for the Company's directors and NEOs is reviewed, recommended and approved by the Board as a whole, including the independent directors. The Company may form a compensation committee which will oversee compensation matters and may also form a nomination committee to oversee the nomination of directors in the future.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to NEOs at, following, or in connection with retirement.

Proposed Compensation to be paid to Executive Officers

The Company has allocated $144,000 for salaries and contractors for the twelve month period following completion of the Offering. See "*Use of Proceeds*". As of the date of this Prospectus, the Company does not have any intention to make any material changes to the compensation of the Company's directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not, as of the date of this Prospectus, nor has there been since the Company's incorporation on September 11, 2019, any indebtedness of any director, executive officer, senior officer or employee or any former director, executive officer, employee or senior officer, or any associate of any of the foregoing, to, or guaranteed or supported by, the Company, either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F1 require the Company to disclose certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors.

Audit Committee Charter

Pursuant to NI 52-110, the Company's Audit Committee is required to have a charter. The full text of the Company's Audit Committee Charter is attached as Appendix "C" to this Prospectus.

Composition of Audit Committee

The members of the Company's Audit Committee are:

Peter Nguyen	Not Independent[1]	Financially literate[2]
Andrew Male	Independent[1]	Financially literate[2]
Theo van der Linde	Independent[1]	Financially literate[2]

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of the issuer, is considered to have a material relationship with the issuer.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

A majority of the members of the Audit Committee of the Company are not executive officers, employees or control persons of the Company or of an affiliate of the Company.

All of the audit committee members are "financially literate", as defined in NI 52-110, as all of the audit committee members 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 Company's financial statements.

Relevant Education and Experience

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;

3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting.

Peter Nguyen

Mr. Nguyen is a Chartered Professional Accountant and an alumnus of the University of British Columbia. Mr. Nguyen serves as the Chief Financial Officer and Director of several publicly traded companies in a variety of industries and is instrumental in managing the financial operations as well as the integrated business strategies. Mr. Nguyen has more than 10 years of experience and has held several senior financial positions for public and private entities, where he provided assurance, corporate financing, tax and business advisory services.

Andrew Male

Mr. Male is an experienced director and officer of international public and private investment, mining and oil & gas companies. Mr. Male is a former founder and CEO of a Top 50 TSX Venture Exchange ranked company, which, during his tenure, he guided the company through its initial financing phases, project acquisitions, deployment of exploration programs, development financing, transitioning mining assets from greenfield to brownfield and the acquisition of adjacent producers. Mr. Male also negotiated the financing and joint venture with a private equity firm resulting in the eventual takeover and consolidation into their business operations. Presently, Mr. Male works with several "family offices" (private wealth management advisory firms that serve ultra-high-net-worth investors) and specific investors that seek access to an array of transformational opportunities. He is an Associate of Columbus Energy Partners, an incubator and accelerator of companies in the energy sector.

Theo van der Linde

Mr. van der Linde is a Chartered Accountant with 22 years extensive finance, administration and public accounting experience in diverse industries including mining, oil & gas, financial services, manufacturing and retail. During the last nine years of his career Mr. van der Linde has been focused on the mining industry working with Junior Exploration and producing mining Companies at various stages of growth and in several jurisdictions including South Africa, West- Africa, Peru, Sri-lanka and the United States.

Audit Committee Oversight

At no time since incorporation was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since incorporation has the Company relied on the exemptions in sections 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and the Audit Committee, on a case-by-case basis, as applicable. It is not anticipated that the Company will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Company for the period from incorporation on September 11, 2019 to December 31, 2019 were:

Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
$5,000	Nil	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated 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 services that are traditionally performed by the 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 Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, 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 and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Company's corporate governance practices are summarized below.

Board of Directors

The Board is currently comprised of three members. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. James Rogers is not an independent director because of his position as an executive officer of the Company.

Directorships

Certain of the Corporation's directors are also currently directors of other reporting issuers as follows:

Name	Reporting Issuer	Market	Position	From	To
James Rogers	Global UAV Technologies Ltd.	Exchange	Director	June 2017	Present
	Jazz Resources Inc.	TSXV	Director	December 2019	Present
Peter Nguyen	Cameo Industries Corp. (formerly Cameo Cobalt Corp.)	TSXV, Frankfurt	CFO, Corporate Secretary and director	July 2019	Present

Name	Reporting Issuer	Market	Position	From	To
	Christina Lake Cannabis Corp. (formerly Cervantes Capital Corp.)	N/A	Director	January 2019	Present
	Auralite Investments Inc.	TSXV	Director	July 2019	Present
Andrew Male	Global UAV Technologies Ltd.	Exchange	COO and director	April 2018	Present
	Graph Blockchain Inc.	Exchange	Director	September 2019	Present
	Maxim Resources Inc.	TSXV	CEO and director	January 2011	Present
Theo van der Linde	Organic Flower Investments Group Inc.	Exchange	Director	July 2018	Present
	Tidal Royalty Corp.	Exchange	CFO and director	July 2017	Present
	Slam Exploration Ltd.	TSXV	Director	November 2017	Present
	Elcora Advanced Materials Corp.	TSXV	Director and Officer	July 2012	Present
	MegumaGold Corp.	TSXV	Director and Officer	April 2011	Present

Orientation and Continuing Education

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

Ethical Business Conduct

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

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

Nomination of Directors

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

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

Compensation

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

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

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

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

PLAN OF DISTRIBUTION

Offering

Under the Agency Agreement, the Company has appointed the Agent, on a commercially reasonable efforts basis, to offer for sale to the public in each of the Provinces of British Columbia, Alberta and Ontario a minimum of 4,200,000 Common Shares of the Company and up to 6,000,000 Common Shares of the Company (up to 6,900,000 Common Shares if the Greenshoe Option is exercised in full by the Agent) at a price of $0.175 per Common Share for minimum gross proceeds of $735,000 and maximum gross proceeds of up to $1,050,000 ($1,207,500 if the Greenshoe Option is exercised in full by the Agent). The issue price of $0.175 per Common Share was determined by negotiation between the Company and the Agent in accordance with the policies of the Exchange.

The completion of the Offering is subject to a minimum subscription of Common Shares for aggregate gross proceeds of $735,000. The Offering will not be completed and the Agent will hold in trust all subscription funds that may be advanced to the Agent in respect of the Offering, and no subscription funds will be advanced to the Company, unless and until the minimum subscription of $735,000 has been raised. In the event that the minimum subscription is not attained by the end of the period of the Offering, all subscription funds that subscribers may have advanced to the Agent in respect of the Offering will be refunded to the subscribers without interest or deduction.

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

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

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

The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion upon the occurrence of certain stated events. The Agent is not obligated to purchase any of the Common Shares under the Offering.

Agent's Commission

The Company has agreed to pay to the Agent the Agent's Commission, which will be a cash commission equal to 9% of the total gross proceeds of the Offering, in consideration for its services in connection with the Offering. The Agent's Commission, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. The Company has provided the Due Diligence Deposit of $26,000 (without GST) from which those expenses are to be deducted. The Company has also agreed to pay the Agent the Corporate Finance Fee of $50,000 plus GST, of which $26,250, or 50%, has been paid, with the remaining $26,250 payable at the Closing.

As additional compensation, on the Closing, the Company has agreed to grant to the Agent such number of non-transferable Agent's Options as is equal to 9% of the number of Common Shares sold pursuant to the Offering, each of which will be exercisable into one Common Share at a price of $0.175 per Common Share for a period of 24 months from the Closing. The issuance of the Agent's Options are qualified under this Prospectus.

Greenshoe Option

The Company has granted to the Agent the Greenshoe Option, exercisable by the Agent for a period of up to thirty days from the date of Closing, to purchase up to an additional 15% of the number of Common Shares sold under the Offering at the Offering Price to cover over-allotments, if any. Assuming the Minimum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $66,150 under the Minimum Offering (or $76,072.50 in the event the Greenshoe Option is exercised in full), are expected to be $536,500 (or $636,827.50 in the event the Greenshoe Option is exercised in full). Assuming the Maximum Offering is completed, the estimated net proceeds of the Offering, after deducting the estimated balance of the expenses of the Offering of $132,350, and the Agent's Commission of $94,500 under the Maximum Offering (or $108,675 in the event the Greenshoe Option is exercised in full), are expected to be $823,150 (or $966,475 in the event the Greenshoe Option is exercised in full). The grant of the Greenshoe Option and the distribution of the Common Shares issued or sold pursuant to the exercise of the Greenshoe Option are qualified for distribution under this Prospectus.

Listing of Common Shares on the Exchange

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

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

RISK FACTORS

An investment in the Common Shares is considered to be speculative due to the nature of the Company's business and the present stage of its development. The following risk factors, as well as risks not currently known to the Company could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from estimates described in forward-looking statements relating to the Company. A prospective investor should carefully consider the risk factors set out below.

A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major *portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities.*

The Company is in the business of exploring mineral properties, which is a highly speculative endeavor.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "*Cautionary Statement Regarding Forward-Looking Statements*" in this Prospectus.

Insufficient Capital

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Company's interest in the Property. The Company's unallocated working capital may not suffice to fund the recommended Phase 2 exploration program on the Property.

No Established Market

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

Limited Operating History

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

Lack of Operating Cash Flow

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

Resale of Common Shares

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

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

Property Interests

The Company does not own the mineral rights pertaining to the Property. Rather, it holds an option to acquire the mineral rights. There is no guarantee the Company will be able to raise sufficient funding in the future to explore and develop the Property so as to maintain its interests therein. If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

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

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

Exploration, Development and Production Risks

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

The Company’s operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

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

Mineral Resources and Reserves

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

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

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Company. The duration and success of the Company's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the licensing authority. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations, including, without limitation, an exploitation license, or the cost to obtain or renew licenses or permits may exceed what the Company believes they can recover from the Property. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

No Assurances

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

Aboriginal Title

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

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

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

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

Title Risks

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

Loss of Interest in Properties

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

Uninsurable Risks

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

Additional Funding Requirements

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

Dilution

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

Environmental Risks

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

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

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

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Property, environmental legislation and mine safety.

Volatility of Mineral Prices

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

Offering Price

The Offering Price of the Common Shares has been determined by the Board through negotiation with the Agent, yet may not be indicative of the value of the Common Shares after the Offering. The value of the Common Shares could be subject to significant fluctuations in response to variations in quarterly and yearly operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors. These fluctuations may affect the value of the Common Shares.

Infrastructure

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

Risks Associated with Acquisitions

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

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company’s business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company’s business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

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

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, adding additional resources, establishing feasibility of deposits or creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or continue, the liquidity of a shareholder’s investment may be limited and the price of the Common Shares may decline.

Force Majeure

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

Uncertainty of Use of Proceeds

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

Competition

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

Conflicts of Interest

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

Dividends

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

Reporting Issuer Status

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations.

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

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

Tax Issues

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

Operating Hazards, Risks and Insurance

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

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

PROMOTERS

James Rogers, the CEO of the Company, took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Rogers owns 2,000,000 Common Shares indirectly through Longford Capital Corp., a company controlled by Mr. Rogers, which represents 14.04% of the Common Shares outstanding prior to giving effect to the Minimum Offering. See "*Principal Securityholders*", "*Directors and Executive Officers*" and "*Executive Compensation*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, since its incorporation on September 11, 2019, that were or are material to the Company, and there are no such material legal proceedings that the Company knows to be contemplated.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority since its incorporation on September 11, 2019; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with any securities regulatory authority since its incorporation on September 11, 2019.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed elsewhere in this Prospectus, none of the directors or executive officers of the Company, and no associate or affiliate of the foregoing, has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

RELATIONSHIP BETWEEN COMPANY AND AGENT

The Company is not a related issuer to the Agent or a connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). Members of the professional group of the Agent hold in the aggregate ♦ Common Shares of the Company or ♦% of the issued and outstanding Common Shares as of the date of this Prospectus. Upon closing of the Minimum Offering and Maximum Offering, the members of the professional group of the Agent would hold ♦% and ♦% of the issued and outstanding Common Shares, respectively.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Smythe LLP, Chartered Professional Accountants, located at 1700 – 475 Howe Street, Vancouver BC V6C 2B3.

The transfer agent and registrar for the Common Shares is National Securities Administrators Ltd., located at Suite 702, 777 Hornby Street, Vancouver, BC, V6Z 1S2.

MATERIAL CONTRACTS

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

1. Stock Option Plan adopted February 24, 2020. See "*Options to Purchase Securities*".

2. Transfer Agent Agreement dated February 24, 2020 between the Company and the Transfer Agent.

3. Escrow Agreement dated ♦, 2020 among the Company, the Escrow Agent, and the Escrow Securityholders. See "*Escrowed Securities*".

4. Voluntary Escrow Agreement dated ♦, 2020 among the Company, the Voluntary Escrow Agent, and the Voluntary Escrow Securityholders. See "*Escrowed Securities*".

5. Option Agreement dated October 1, 2019 between the Company and the Optionor. See *"General Development of the Business"*.

6. Agency Agreement dated ♦, 2020 between the Company and Leede Jones Gable Inc. See "*Plan of Distribution*".

7. Longford Exploration Consulting Agreement dated October 31, 2019 between the Company and Longford Exploration. See "*Executive Compensation*".

EXPERTS

The audited financial statements included in this Prospectus have been subject to audit by Smythe LLP, and their audit report is included herein. Smythe LLP is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

In addition, certain legal matters relating to the Offering will be passed upon on behalf of the Company by Clark Wilson LLP, and on behalf of the Agent by Harper Grey LLP.

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

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages, if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particular rights of withdrawal and rescission applicable.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the period from incorporation on September 11, 2019 to December 31, 2019 are attached as Appendix "A" to this Prospectus.

APPENDIX A

AUDITED FINANCIAL STATEMENTS

[*See Attached*]

CLARITY GOLD CORP.
(formerly 1222991 B.C. Ltd.)

FINANCIAL STATEMENTS

FROM INCORPORATION ON SEPTEMBER 11, 2019 TO DECEMBER 31, 2019

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

TO THE DIRECTORS OF CLARITY GOLD CORP.

Opinion

We have audited the financial statements of Clarity Gold Corp. (formerly 1222991 B.C. Ltd.) (the "Company"), which comprise:

- the statement of financial position as at December 31, 2019;
- the statement of operations and comprehensive loss for the period from incorporation on September 11, 2019 to December 31, 2019;
- the statement of changes in shareholders' equity for the period from incorporation on September 11, 2019 to December 31, 2019;
- the statement of cash flows for the period from incorporation on September 11, 2019 to December 31, 2019; and
- the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019, and its financial performance and its cash flows for the 111-day period then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that during the period from incorporation on September 11, 2019 to December 31, 2019, the Company incurred a net loss and comprehensive loss of $40,049 and as at December 31, 2019, has a deficit of $40,049. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, and remain alert for indications that the other information appears to be materially misstated.

We obtained the Management's Discussion & Analysis prior to the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditors' report. We have nothing to report in this regard.

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

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Kevin Yokichi Nishi.

Chartered Professional Accountants

Vancouver, British Columbia
March X, 2020

CLARITY GOLD CORP. (formerly 1222991 B.C. Ltd.)
STATEMENT OF FINANCIAL POSITION
AS AT
(EXPRESSED IN CANADIAN DOLLARS)

	Notes	December 31, 2019
ASSETS		
Current assets		
Cash		$ 145,451
Sales tax receivable		4,022
		149,473
Exploration and evaluation assets	3, 6	90,449
TOTAL ASSETS		**$ 239,922**
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	6	$ 125,726
TOTAL LIABILITIES		125,726
SHAREHOLDERS' EQUITY		
Share capital	4	154,245
Deficit		(40,049)
TOTAL SHAREHOLDERS' EQUITY		114,196
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 239,922**

On behalf of the Board:

________________________Director   ________________________Director

See accompanying notes to the financial statements

CLARITY GOLD CORP. (formerly 1222991 B.C. Ltd.)
STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

	Note		Period from Incorporation on September 11, 2019 to December 31, 2019
EXPENSES			
Bank service fees		$	49
Consulting fees	6		22,000
Professional fees			18,000
NET LOSS AND COMPREHENSIVE LOSS		$	(40,049)
Basic and diluted loss per share		$	(0.02)
Weighted average number of common shares outstanding			2,204,054

See accompanying notes to the financial statements

CLARITY GOLD CORP. (formerly 1222991 B.C. Ltd.)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 11, 2019 TO DECEMBER 31, 2019
(EXPRESSED IN CANADIAN DOLLARS)

	Share capital			
	Number of shares	Amount	Deficit	Total
Balance at September 11, 2019 (date of incorporation)	500,000	$ 2,500	$ -	$ 2,500
Shares issued for cash	7,150,000	143,000	-	143,000
Share issue costs	-	(1,255)	-	(1,255)
Shares issued for exploration and evaluation assets	2,000,000	10,000	-	10,000
Net loss for the period	-	-	(40,049)	(40,049)
Balance at December 31, 2019	9,650,000	$ 154,245	$ (40,049)	$ 114,196

See accompanying notes to the financial statements

CLARITY GOLD CORP. (formerly 1222991 B.C. Ltd.)
STATEMENTS OF CASH FLOW
(EXPRESSED IN CANADIAN DOLLARS)

		From Incorporation on September 11, 2019 to December 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(40,049)
Net change in non-cash working capital accounts		
Sales tax receivable		(4,022)
Accounts payable and accrued liabilities		45,277
Net cash provided by operating activities		1,206
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash		145,500
Share issue costs		(1,255)
Net cash provided by financing activities		144,245
Increase in cash during the period		145,451
Cash, beginning of period		-
CASH, END OF PERIOD	**$**	**145,451**
SUPPLEMENTAL CASH FLOW INFORMATION		
Common shares issued for mineral property (note 4)	$	10,000
Exploration and evaluation asset costs included in accounts payable and accrued liabilities	$	80,449
Interest paid	$	-
Taxes paid	$	-

1. NATURE OF OPERATIONS AND GOING CONCERN

Clarity Gold Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 11, 2019. On November 1, 2019, the Company changed its name from 1222991 B.C. Ltd. to Clarity Gold Corp. The Company's head office is located at 223-1231 Pacific Boulevard, Vancouver, BC, V6Z 0E2, and its registered office is located at 800-885 West Georgia Street, Vancouver, BC, V6C 3H1.

The Company is currently evaluating its exploration and evaluation assets (note 3) and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions.

As the Company is in the exploration stage, no mineral-producing-revenue has been generated to date. The Company is in the process of exploring the Empirical Project and it has not yet determined whether the property contains reserves that are economically recoverable. As at December 31, 2019, the Company had not advanced any property to commercial production and is not able to finance day-to-day activities through operations. During the period of incorporation on September 11, 2019 to December 31, 2019, the Company incurred a net loss and comprehensive loss of $40,049 and, as of that date, had an accumulated deficit of $40,049. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors form a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company has been successful in the past in raising funds for exploration, but there is no assurance that it will be able to continue to do so.

These financial statements do not give effect to the adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

a) *Statement of compliance*

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The financial statements were authorized for issuance on March X, 2020 by the directors of the Company

b) *Basis of presentation*

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) *Significant accounting judgments, estimates and assumptions*

The preparation of the Company's financial statements in conformity with 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. The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these financial statements are discussed below:

Fair value of common shares issuance - The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining the fair value of assets received when common shares are issued as consideration. If the fair value of assets received or services rendered cannot be reliably measured, the transaction will be recorded at the fair value of common shares issued on the date of issuance.

Impairment of Exploration and Evaluation assets - Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its mineral properties, management has determined that the evaluation, development and related costs incurred, which have been capitalized, continue to be appropriately recorded on the statements of financial position at its carrying value as management has determined there are no indicators of impairment for its mineral properties as at December 31, 2019.

Usage of the going concern assumption - The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

d) Exploration and evaluation assets

Upon acquiring the legal right to explore, all costs related to the acquisition, exploration and evaluation of exploration and evaluation assets are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of an exploration and evaluation asset is impaired, that property is written down to its estimated net realizable value. An exploration and evaluation asset is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Impairment of Non-Current Assets

At each reporting date, the Company reviews the carrying amounts of its tangible assets to determine whether there are any indications of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset's value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Estimated future cash flows are calculated using estimated recoverable reserves, estimated future commodity prices, and the expected future operating and capital costs. The pre-tax discount rate applied to the estimated future cash flows reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted.

If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount through an impairment charge to the statement of operations and comprehensive loss.

Assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstance indicate that the impairment may have reversed. When an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation, depletion and amortization) had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of impairment is recognized as a gain in the statement of operations and comprehensive loss.

f) *Mining exploration tax recoveries*

The Company recognizes mining exploration tax recoveries in the period in which there is reasonable expectation, based on management's estimate, of receiving a refund. The amount of tax credit receivable is subject to review and approval by the taxation authorities and is adjusted for in the period when such approval is confirmed.

g) *Provisions*

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

h) *Earnings (loss) per share*

The Company computes the dilutive effect of options, warrants and similar instruments whereby the dilutive effect on earnings or loss per common share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the period presented, this calculation proved to be anti-dilutive. Basic earnings or loss per common share is calculated using the weighted average number of shares outstanding during the period. Shares held in escrow, other than where their release is subject to the passage of time, are excluded from basic earnings or loss per common share until escrow conditions have been removed.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) *Share-based compensation*

Share-based compensation to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued. If it is determined the fair value of the goods or services cannot be reliably measured, they are recorded to the option reserve at the date the goods or services are received. The fair value of options is determined using a Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration shall be based on the number of equity instruments that eventually vest.

j) *Financial instruments*

<u>Financial Assets</u>

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument. The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized costs

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value recognized in other comprehensive income.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) ***Financial instruments*** *(continued)*

Financial Liabilities

Financial liabilities are classified as amortized cost, based on the purpose for which the liability was incurred. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemptions, as well as any interest or coupon payable while the liability is outstanding.

Accounts payables represent liabilities for goods and services provided to the Company prior to the end of the period which are unpaid. Accounts payable amounts are unsecured and are usually paid within forty-five days of recognition.

As at December 31, 2019, the Company's financial instruments are comprised of cash and accounts payable and accrued liabilities.

k) ***Common shares***

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

l) ***Foreign currency translation***

The Company's reporting currency and the functional currency of all its operations is the Canadian Dollar as this is the principal currency of the economic environment in which the Company operates. The functional currency determination was conducted through an analysis of consideration factors identified in IAS 21, *The Effect of Changes in Foreign Exchange Rates*.

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian Dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss.

Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) *Income taxes*

Current income tax:

Current income tax assets and liabilities for the reporting period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided for based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

n) Non-monetary transactions

Shares issued for consideration other than cash are valued at the fair value of assets received or services rendered. If the fair value of assets received or services rendered cannot be reliably measured, shares issued for consideration will be fair valued at the date of issuance.

3. EXPLORATION AND EVALUATION ASSETS

Empirical Project

The Empirical Project (“Empirical”) consists of 3 unpatented mineral claims which are located in the Lillooet Mining Division of British Columbia, Canada. The Empirical claims are recorded with British Columbia’s Mineral Titles Online as being owned by James Rogers, the Company’s Director and Chief Executive Officer (“CEO”) as bare trustee in favour of a Company owned by Mr. Rogers, Longford Capital Corp. (“Optionor”), pursuant to the terms of a Bare Trust agreement dated April 8, 2019 between the Optionor and Mr. Rogers.

The Company entered into the Empirical Project Option Agreement (“Agreement”) with the Optionor where the Company can earn a 100% interest in Empirical by making the following payments:

Terms and Due Dates
Issue 2,000,000 common shares by October 22, 2019 (issued at a fair value of $10,000)
Pay $50,000 within 5 days of the common shares being approved for listing on a stock exchange
Incur a minimum of $80,000 in exploration costs on Empirical by October 1, 2020 (incurred)
Incur a minimum of $200,000 in exploration costs on Empirical by October 1, 2021
Grant a 2% net smelter royalty (“NSR”) to the Optionor upon exercise of the Agreement

(EXPRESSED IN CANADIAN DOLLARS)

3. EXPLORATION AND EVALUATION ASSETS (continued)

The NSR is payable following commencement of commercial production. The Company has the right to reduce the NSR from 2% to 1% at any time prior to commencement of commercial production by paying $1,500,000 to the Optionor.

In addition to the terms outlined above, the Agreement contains a 5 km area of influence provision pursuant to which any claims staked by the Company within 5 km of the Empirical property boundary will automatically be included as part of the Agreement and subject to the 2% NSR.

The Company issued 2,000,000 common shares valued at $10,000 as acquisition costs and incurred $80,449 for exploration and evaluation costs as described below.

		December 31, 2019
Empirical Project		
Acquisition costs	$	10,000
Administration		10,493
Equipment rentals		2,320
Field expenditures		795
Geological		21,900
Mapping		12,000
Meals and lodging		5,288
Sampling		6,077
Transportation		21,576
	$	90,449

4. SHARE CAPITAL

The authorized share capital consists of an unlimited number of common and preferred shares without par value.

As at December 31, 2019, the total common shares outstanding are 9,650,000. The remaining 9,150,000 common shares will be placed into escrow upon closing of the Company's Initial Public Offering (the "IPO") described below. The escrow agreements provide that 10% of the number of securities held thereunder will be released on closing of the Company's IPO. An additional 15% of the number of securities originally held thereunder shall be released on each of the 6 month, 12 months, 18 months, 24 months, 30 months and 36 months thereafter. These escrow shares may not be transferred, assigned or otherwise dealt without the consent of regulatory authorities.

On September 11, 2019, the Company issued 500,000 founder shares at $0.005 per share for gross proceeds of $2,500.

On October 1, 2019, the Company issued 2,000,000 common shares fair valued at $10,000 pursuant to the Agreement (note 3).

4. SHARE CAPITAL (continued)

On December 31, 2019, the Company completed a private placement of 7,150,000 common shares at $0.02 per share for gross proceeds of $143,000. The Company paid $1,255 in finder's fees in connection with this private placement recorded as share issue costs.

5. FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high-quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at December 31, 2019, the Company had a cash balance of $145,451 and total liabilities of $125,726.

Currency risk

The Company currently has no foreign exchange risk as it conducts all of its business within Canada.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements and there were no changes in the Company's capital management during the period.

5. FINANCIAL RISK MANAGEMENT (continued)

Classification of financial instruments

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount due to their short-term maturity of the instruments.

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

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

6. 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 operation decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resource or obligations between related parties.

Amounts due to related parties consist of charges accrued for consulting, geological and exploration fees. These amounts are due to companies controlled by a director and officers. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The following amounts due to related parties are included in account payables and accrued liabilities:

	December 31, 2019
To a CEO and Director and to a company controlled by a CEO and Director of the Company	$ 90,449
To the Chief Financial Officer of the Company	2,000
	$ 92,449

The Company has signed an option agreement with a Company controlled by the CEO and Director of the Company to earn a 100% interest in the Empirical Project (note 3).

(EXPRESSED IN CANADIAN DOLLARS)

6. RELATED PARTY TRANSACTIONS (continued)

The Company incurred the following transactions with a director and officers of the Company and companies that are controlled by a director/officers of the Company. The Company has identified all directors/officers as its key management personnel.

	Period from incorporation on September 11, 2019 to December 31, 2019
Capitalized exploration and evaluation costs charged by a company controlled by the CEO and Director	$ 80,449
Consulting fees to a CEO and Director	10,000
Consulting fees to the Chief Financial Officer	2,000
	$ 92,449

7. INCOME TAXES

The reconciliation of income taxes at statutory rates with the reported taxes is as follows.

	December 31, 2019
Loss for the period before income taxes	$ (40,049)
Tax rate	27%
Expected income tax recovery	$ (10,813)
Benefits of tax losses not recognized	10,813
Total income tax recovery	$ -

The Company has not recognized any deferred tax assets or liabilities as of December 31, 2019.

As at December 31, 2019, the Company has not recognized the benefit of the following deductible temporary differences:

	December 31, 2019
Non-capital loss carry-forwards expiring in 2039	$41,304
Share issue costs	1,004

8. SEGMENTED INFORMATION

The Company conducts its business as a single operating segment, being the acquisition and exploration of mineral properties. As at December 31, 2019, all the Company's assets were located in Canada.

9. SUBSEQUENT EVENTS

The Company intends to file a preliminary prospectus with the securities regulatory authorities in the Provinces of British Columbia, Alberta and Ontario and with the Canadian Securities Exchange, offering a minimum of 4,200,000 and a maximum of 6,000,000 common shares at $0.175 per share for minimum proceeds of $735,000 and a maximum of $1,050,000 as an IPO (the “Offering”).

Pursuant to an agency agreement between the Company and Leede Jones Gable Inc. (the “Agent”), the Agent will receive a cash commission equal to 9% of the gross proceeds. As additional compensation, on the closing the Company has agreed to grant the Agent such number of non-transferable agent options as is equal to 9% of the common shares sold pursuant to the Offering, each of which will be exercisable into one common share at a price of $0.175 per common share for a period of 24 months from closing. The Company has granted to the Agent an option (the “Greenshoe Option”), exercisable by the Agent for a period of up to thirty days from the date of Closing, to purchase up to an additional 15% of the Offering at the offering price to cover over-allotments, if any. In the event the Agent exercises the Greenshoe Option in full, the total offering proceeds will be $1,207,500, the total Agent’s Commission will be $108,675 and the net proceeds to the Company will be $1,098,825. The Agent will also be paid a corporate finance fee of $50,000 plus applicable GST and be reimbursed by the Company for expenses, including legal fees, incurred pursuant to the Offering.

The Company intends to adopt a stock option plan once approved by the Board. Options may be granted under the Stock Option Plan to such directors, officers, employees, or consultants of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of options will be determined by the Board, but after listing of the Common Shares on the Exchange such price will not be less than the minimum prevailing price permitted by the Exchange. All options granted under the Stock Option Plan will expire not later than the maximum exercise period as determined by the applicable securities laws and the policies of the Exchange. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; (iii) one year from the date of disability; or (iv) one year from the date of death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Subsequent to December 31, 2019, the Company issues 400,000 common shares at $0.10 per share for gross proceeds of $40,000.

APPENDIX B

MANAGEMENT'S DISCUSSION AND ANALYSIS

[*See Attached*]

CLARITY GOLD CORP.
(formerly 1222991 BC. Ltd.)
MANAGEMENT DISCUSSION AND ANALYSIS
FROM INCORPORATION ON SEPTEMBER 11, 2019 TO DECEMBER 31, 2019

SUMMARY OF BUSINESS ACTIVITIES

The following financial and operational highlights occurred from incorporation on September 11, 2019 to December 31, 2019 and to the date of this report of March X, 2020:

- The Company received gross proceeds of $145,500 from the issuance of 7,650,000 common shares and incurred $1,255 for share issue costs during the period ended December 31, 2019.
- Since its incorporation on September 11, 2019, the Company entered into an Option Agreement to earn a 100% interest in the Empirical Project. The Company issued 2,000,000 common shares valued at $10,000 for the acquisition of the Empirical Project pursuant to an option agreement.
- The Company conducted an exploration and rock sampling program on the Empirical Project in October 2019 to assess the potential for gold and copper mineralization and verify historical results and previous workings. Exploration and evaluation work totalling $90,449 have been spent on the Empirical Project as at December 31, 2019.
- The Company is currently conducting its Initial Public Offering (the "IPO") whereby it is offering a minimum of 4,200,000 and a maximum of 6,000,000 common shares at $0.175 per common share for minimum gross proceeds of $735,000 and maximum gross proceeds of up to $1,050,000 to residents in the Provinces of British Columbia, Ontario and Alberta for its IPO.
- On September 11, 2019, Mr. Andrew Male was appointed as Director of the Company.
- On November 1, 2019, Mr. James Rogers was appointed as CEO and Director of the Company.
- On December 31, 2019, Mr. Peter Nguyen was appointed as CFO of the Company.
- Subsequent to December 31, 2019, the Company issued 400,000 common shares at $0.10 per share for gross proceeds of $40,000.

OVERVIEW

The following management discussion and analysis ("MDA"), prepared on March X, 2020, should be read in conjunction with the audited financial statements for the period from incorporation on September 11, 2019 to December 31, 2019. All amounts are stated in Canadian Dollars unless otherwise indicated. These financial statements together with this MDA are intended to provide investors with a reasonable basis for assessing the financial performance of Clarity Gold Corp. ("the Company").

Information contained in this MDA that is not historical fact may be considered "forward looking statements." These forward-looking statements sometimes include words to the effect that management believes or expects a stated condition or result. All estimates and statements that describe the Company's objectives, goals or plans are forward looking statements. Since forward looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors, including such variables as new information, changes in demand for commodity prices, legislative, environmental and other regulatory or political changes, competition in areas where the Company operates, and other factors discussed herein. Readers are cautioned not to place undue reliance on this forward-looking information.

Additional information related to the Company is available by requesting it from the Company's head office in Vancouver.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 11, 2019. On November 1, 2019 the Company changed its name from 1222991 BC. Ltd. to Clarity Gold Corp. The Company's head office is located at 223-1231 Pacific Boulevard, Vancouver, BC, V6Z 0E2, and its registered office is located at 800-885 West Georgia Street, Vancouver, BC, V6C 3H1.

The Company is currently evaluating its exploration and evaluation asset and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions.

The Company is offering a minimum of 4,200,000 and a maximum of 6,000,000 common shares at $0.175 per common share for minimum gross proceeds of $735,000 and maximum gross proceeds of up to $1,050,000 to residents in the Provinces of British Columbia, Ontario and Alberta for its IPO.

RESOURCE PROPERTY

CANADA

Empirical Project

The Empirical Project ("Empirical") consists of 3 unpatented mineral claims which are located in the Lillooet Mining Division of British Columbia, Canada. The Empirical claims are recorded with British Columbia's Mineral Titles Online as being owned by James Rogers, the Company's Director and Chief Executive Officer ("CEO") as bare trustee in favour of a Company owned by Mr. Rogers, Longford Capital Corp. ("Optionor"), pursuant to the terms of a Bare Trust agreement dated April 8, 2019 between the Optionor and Mr. Rogers.

The Company entered into the Empirical Project Option Agreement ("Agreement") with the Optionor where the Company can earn a 100% interest in Empirical by making the following payments:

Terms and Due Dates
Issue 2,000,000 common shares by October 22, 2019 (issued at a value of $10,000)
Pay $50,000 within 5 days of the common shares being approved for listing on a stock exchange
Incur a minimum of $80,000 in exploration costs on Empirical by October 1, 2020 (incurred)
Incur a minimum of $200,000 in exploration costs on Empirical by October 1, 2021
Grant a 2% net smelter royalty ("NSR") to the Optionor upon exercise of the Agreement

The NSR is payable following commencement of commercial production. The Company has the right to reduce the NSR from 2% to 1% at any time prior to commencement of commercial production by paying $1,500,000 to the Optionor.

In addition to the terms outlined above, the Agreement contains a 5 km area of influence provision pursuant to which any claims staked by the Company within 5 km of the Empirical property boundary will automatically be included as part of the Agreement and subject to the 2% NSR.

Property Description

The Property lies just to the east of Mount Brew within the Pacific Ranges which are the southernmost subdivision of the Coast Mountains. They run northwest from the lower stretches of the Fraser River to Bella Coola and Burke Channel and include 4 of the 5 major coastal icecaps in the Southern Coast Mountains. The icecaps are the largest temperate-latitude icecaps in the world and feed a number of major rivers (by volume). The highest peak in the Pacific Ranges is Mount Waddington at an elevation of 4,019 m.

The area encompasses a series of barren ridges rising to an elevation of 2,200 m and interwebbing valleys and alpine meadows. Elevations over the Property ranges from 1,250 m in the valley of Enterprise Creek to over 2,591 m on Mount Bew.

The Property can be accessed west of Lillooet on Route 99 via an old logging road that partially follows Enterprise Creek from Duffy Lake Road and onto the Empirical 1 claim block. Texas Creek road is also accessible via Route 99 and runs between 1 and 2 km from the property's edge along its eastern border. Currently the Property does not have road access within the Property boundaries and the topography is steep and rugged, therefore helicopter access for exploration would be the most practical means of access. Helicopter service is available from Lillooet, BC.

The Property is predominantly underlain by low-grade metamorphosed sediments of the Jurassic-Cretaceous Relay Mountain Group (previously referred to as Lillooet and Brew Groups by Duffell and McTaggart in 1951). These rocks have been intruded by granodiorite and quartz-diorites of the Cretaceous or later. The Relay Mountain Group consists mainly of banded argillite, impure quartzite, boulder conglomerate, and contains marine fossils of early Lower Cretaceous age. Marshall Creek Fault trends northwest across the Property and divides the Relay Mountain Group of rocks from the Permian-Jurassic Bridge River Group of metasedimentary rocks. Along the Marshall Creek fault is a large area of carbonate alteration within the greenstones on the southwest side of the fault, and pervasive shear zones approximately 5-30 cm wide (Grexton & Bruland, 1988). Intruding into the Bridge River Complex, south of Reilly Creek and lying between the Marshall Fault and the Lillooet Fault, is a narrow band of Tertiary granodiorite.

Faulting is prevalent in the region with both Marshall Creek fault and Lillooet fault (splays from the Fraser River Fault System) crossing the property. The area between Towinock Creek and Spray Creek is extensively faulted and gently folded. The locally major, northwesterly trending fault crossing the Property was referred to as the Tow Fault by Hollister (1979). The faults follow a predominant northwesterly trend, however north-easterly, northerly, and easterly trends have also been observed on the Property. Movement along the faults appear to be predominantly dextral and the age of the faulting is uncertain. However, movement appears to have occurred post-dacite emplacement as dyke swarms have been shattered along the Tow fault line (McKillop, 1979).

A large 200+m thick quartz-diorite boss intrudes the metasediments on the south fork of Towinock Creek which includes both porphyritic and granitic textures (McKillop, 1986). Results from Duval's 1979 work program reported that the boss was largely devoid of magmatic orthoclase, but contained variable amounts of quartz, biotite, hornblende and plagioclase (Hollister, 1979).

The boundaries of two small Cretaceous/Tertiary quartz diorite sills south of Spray Creek were refined by Hollister in 1979, however the bosses were so altered by ground water the precise mineralogy could not be determined. Numerous north-easterly trending, fine-grained dacite dykes were found between these sills and described as fresh mixtures of quartz and plagioclase with lesser orthoclase and mica-believed to be differentiates of the quart-diorite sills (Hollister, 1979; McKillop, 1979). Dyke swarms are vertical to steep, west-dipping and reportedly occur parallel to the major faults on the property suggesting that the emplacement was structurally controlled (McKillop, 1979; McKillop, 1986). Metamorphic grade of rocks also increased at higher elevations suggesting that reverse faulting may be present in the claims area (McKillop, 1979).

The northern most quartz diorite boss (south of Towinock Creek) was reported by Hollister (1979) to show zones of potassic and phyllic alteration with areas of erratic pyritization occurring throughout. However, this was not confirmed by McKillop during the follow-up program of the same year. The follow-up program did suggest that the sericite and biotite alteration observed within the quartz-diorite boss may be related to a north-westerly trending set of quartz veins, as alteration appeared to decrease with increasing distance from the veins (McKillop, 1979). Quartz veins vary from 0.3cm to approximately 1m in width and are predominantly sub-parallel to faulting, however many other directions were also reported (McKillop, 1979). Composition of quartz veins in order of decreasing abundance: pyrrhotite, pyrite, molybdenite, and chalcopyrite (McKillop, 1979).

The southern quartz diorite bosses (south of Spray Creek) were reportedly strongly pyritized, however due to extensive weathering it was no longer possible to categorize hypogene alteration stages at the surface (Hollister, 1979).

The Property is likely associated with a widespread hydrothermal Cu-Au-Mo porphyry style deposit. The mineralized zones are believed to be located within quartz diorite stockworks located just south of Towinock Creek near the Tow Showing and just south of Spray Creek near the Spray Occurrence. This area is underlain by a thick sequence of schistose argillites of the Jurassic-Cretaceous Relay Mountain Group which have been intruded by porphyritic quartz diorite stocks (MINFILE: 092INW090). The porphyritic quartz-diorite stocks, and to a lesser degree, the enclosing sediments have undergone multiple episodes of fracturing and related quartz veining providing the pathways for sulphide mineralization.

The formation of this style of deposit is related to orogenic belts at convergent plate boundaries (subduction-related magmatism), or extension settings related to strike-slip faulting or back arc spreading during continent margin accretion (Panteleyev, 1995). It is generally recognised that Cu-Au-Mo porphyry deposits are associated with granodiorite, quartz monzonite, quartz diorite granitoid rock types. Cu-Au-Mo porphyries tend to occur as large zones of hydrothermally altered host rock and are closely related to island-arc volcano-plutonic suites. Composition of intrusions range from basalt-andesite volcanic and gabbro-diorite-quartz-diorite associations. These deposits are characterized by quartz stockworks, veins, sulphide bearing veins (pyrite, chalcopyrite, bornite, with lesser molybdenum), closely spaced fractures and fracture selvages. These subvolcanic Intrusions are commonly emplaced by multiple successive intrusive phases and a wide variety of breccias. Grain size may range from coarse-grained phaneritic to porphyritic stocks, batholiths and dike swarms.

The timing of gold mineralization within these systems can be early or late and is related to magmatic or circulating meteoric waters. Early gold mineralization is closely associated with the potassic alteration zone and bornite and late mineralization is associated with pyrite and either sericitic, advanced argillic or skarn-destructive argillic alteration (Gendall, 1994). These deposits may be present in stockwork veins, skarns, or as carbonate and non-carbonate replacement (Gendall, 1994). Copper-gold style porphyries tend to be smaller in size compared to coppermolybdenum style porphyries (Gendall, 1994). Regional structures and structural lineaments act as mineralization controls in these systems and therefore the degree of fracturing and veining tends to favour the concentration of Cu and Au in these areas (Gendall, 1994; Panteleyev, 1995).

Mineralized zones occur at depths of 1 km or less and are mainly associated with the development of brecciated zones or preferential replacement in host rocks with a high degree of primary permeability (Panteleyev, 1995). Ore-grade stockworks are linked to zones of intensely developed fractures that are coincident or intersect multiple fracture sets. Propylitic alteration halo is widespread and generally surrounds an early potassic alteration core (which is commonly wellmineralized). Overprinting of early mineralization by younger mineralized phyllic alteration is also common. Pyrite is typically the predominant sulphide mineral, and the predominant ore minerals are chalcopyrite, molybdenite, lesser bornite and rare (primary) chalcocite. Subordinate minerals include tetrahedrite/tennantite, enargite and minor gold, electrum and arsenopyrite.

These deposits can be of the silica-oversaturated, silica-saturated and silica-oversaturated subtypes based on the modal composition of the associated alkalic intrusions and to a lesser extent on alteration (Lang & McClaren, 2003). The Property shows characteristics consistent with that of a silica-oversaturated alkalic copper-gold porphyry deposit on the basis of abundant quartz-sulphide veins, siliceous alteration, widespread, but weak sericitic alteration, and the presence of strong molybdenum mineralization, however the quartz-normative composition has not been reported in historical reports (Lang & McLaren, 2003). This particular style of deposit is favourable because, on average, they contain a greater tonnage of mineralization compared to other alkalic copper-gold porphyry types. Significant examples of silica-oversaturated alkalic copper-gold-molybdenum deposits include Goonombla/North Parks and Cadia-Ridgeway in Australia and Skouries in Greece (Lang & McLaren, 2003).

2019 Exploration Program

Longford Exploration was commissioned by the Company to carry out an exploration program on the Property. Longford Exploration mobilized a crew of four from Vancouver, British Columbia on October 4, 2019 to carry out a 7-day geological mapping, prospecting and sampling program. The field program ran from October 5, 2019 to October 12, 2019 with the crew being dispatched from the Lillooet Blackcomb Helicopter base or utilizing the Texas Creek forest service road for access.

The program was a first pass exploration plan designed to assess the Property's potential for gold and copper mineralization and verify historical results and previous workings. A total of 102 rocks and 50 soil samples were collected during the program.

2019 Rock Sampling

Prospecting activities focused on locating structures, contacts, mineralization and observed lithologies, particularly in the area surrounding the Towinock and Spray showings of quartz-diorite sills where previous work (MINFILE: 092INW090 and 092INW088) reported samples returning values of 2,100 ppb Au over 3 m in DDH-CH81-3, 3,670 ppb Au over 21 m, and a 3 m interval grading 7,860 ppb Au in DDH-CH81-4 (Price & Ditson, 1986).

Given the steep terrain and snow, crews sampled along the outcropping quartz diorite found on the ridges of the Towinock and Spray sills. To the north of Towinock Creek, a third, poorly explored, quartz diorite Riley sill was explored and prospected briefly but due to deep snow and cliffs the area was left for future exploration in better conditions. Focus was given to drill collar locations of DDH-81-03 and DDH-81-04 which intercepted 3.00 m and 21.00 m at 2.10 g/t and 3.67 g/t Au during a 1981 program. Historical drill hole collars were identified, and core box stashes were found and prospected for mineralization. The condition of the historic core and boxes is well preserved with some sample tags still legible; future programs might spend time to relog and resample this core.

2019 Rock Results Overview

The table below highlights the average, maximum and minimum values returned by the talus fine.

Statistical Analysis of 2019 Property Exploration Program Results

	Au (ppb)	Ag (ppm)	Cu (ppm)	Mo (ppm)	Pb (ppm)	Zn (ppm)
Mean	42.82	0.51	39.45	40.87	5.85	125.76
Median	0.80	0.10	34.85	3.70	2.70	57.50
Mode	0.25	0.05	30.80	0.20	1.50	49.00
Max	3,175.40	31.90	117.50	513.00	2.00	5,093.00
Min	0.25	0.05	3.20	0.05	0.40	2.00

2019 Talus Fine Sampling

50 talus fine samples were collected across the Spray sill saddle in the vicinity of the historic insoil copper/gold anomalies. Select samples were taken in proximity to areas of historic sampling to verify historically reported analytical results, as well as to the North West and South East of historic samples to test for an extension of highly anomalous results.

2019 Talus Fine Results Overview
The table below highlights the average, maximum and minimum values returned by the talus fine samples.

Statistical Analysis of 2019 Property Exploration Program Talus Fines/Soil Results (n=50)

	Au (ppb)	**Ag (ppm)**	**Cu (ppm)**	**Mo (ppm)**	**Pb (ppm)**	**Zn (ppm)**
Mean	13.19	0.65	191.20	131.79	21.78	976.86
Median	7.50	0.45	168.40	32.85	14.35	682.50
Mode	1.60	0.20	149.80	13.70	14.10	375.00
Max	88.80	4.50	426.10	748.00	117.90	6,845.00
Min	1.00	0.10	54.40	6.70	5.10	137.00

2019 Program Summary
During the 2019 Property exploration program identified a strongly bedded sequence of meta-sedimentary rocks intruded by quartz diorite and dacite sills/dykes and subsequently folded and faulted on the property. Later intrusions of andesite-dacite feldspar porphyry and basaltic dykes were also observed followed by a lessor folding and faulting event. Metasedimentary rocks observed consisted of locally dominant, argillite with siltstone, phyllite and calcite-chlorite sub schist and minor quartzite and chert. Most sedimentary/volcanic derived rocks were weakly calcareous, with or without calcite-ankerite lenses and laminae. More massive, dark grey-black (graphitic) argillite and intrusive rocks were observed to be non-calcareous. The pervasive, moderately to strongly hornfelsed character of the metasedimentary and volcanic rocks masked the local effects of sill and dyke emplacement. Mineralization was primarily observed in 2-10 cm wide quartz veins and fracture surfaces in the medium to coarse grained light grey quartz diorite found at the Towinock and Spray sills. Blebs of sulphides were found within quartz veins and disseminated throughout the vein selvedges with visible pyrite, chalcopyrite, trace sphalerite, black to red gossanous weathered material and minor molybdenum.

The table below highlights the number of rock and soil/talus samples collected on the Property which fall within the typically anomalous range.

Statistical Analysis of 2019 Property Exploration Talus Fines/Soil Results (n=50)

	Crustal Abundance	**Typical Anomalous Conc in Rock**	**No. of Rock Samples within anomalous range**	**Typical Anomalous Conc in Soil**	**No. of Soil/Talus Fine Samples within anomalous range**
Au	4 ppb	50-100 ppb	2	40-100 ppb	4
Ag	70 ppb	0.5-1 ppm	8	0.2-0.5 ppm	48
Cu	55 ppm	100-200 ppm	3	50-200 ppm	50
Pb	13 ppm	40-100 ppm	0	40-100 ppm	4
Zn	70 ppm	100-500 ppm	20	200-300 ppm	48
Mo	1.5 ppm	5 to 20 ppm	50	2 to 5 ppm	50
W	1.5 ppm	10 to 50 ppm	1	2 to 10 ppm	0
Ni	75 ppm	100-200 ppm	2	100-200 ppm	1
As	1.8 ppm	5 to 10 ppm	41	5 to 20 ppm	50

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was reviewed by Rory Kutluoglu, P.Geo., who is a Qualified Person as defined in NI 43-101.

RESULTS OF OPERATIONS

Period from incorporation on September 11, 2019 to December 31, 2019

During the period ended December 31, 2019, the Company recorded a net loss and comprehensive loss of $40,049 which is mainly attributed to:

i) consulting fees of $22,000 are comprised of $10,000 for management fees, $2,000 for consulting fees, $5,000 for accounting fees, and $5,000 for corporate advisory fees; and

ii) professional fees of $18,000 are comprised of $8,000 for audit fees and $10,000 for legal fees in relation to the Company's Initial Public Offering.

At December 31, 2019, the Company had no continuing source of operating revenues and related expenditures. The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business and exploration activities.

SELECTED ANNUAL INFORMATION

	Period from incorporation on September 11, 2019 to December 31, 2019 -$-
Net loss	(40,049)
Loss per share	(0.02)
Total assets	239,922
Total liabilities	125,726
Total equity	114,196

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the audited financial statements:

	Period from incorporation on September 11, 2019 to December 31, 2019 -$-
Total assets	239,922
Working capital	23,747
Shareholders' equity	114,196
Net loss for the period	(40,049)
Loss per share	(0.02)

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company may continue to seek capital through various means including the issuance of equity and/or debt.

Net cash provided by operating activities from incorporation on September 11, 2019 to December 31, 2019 was $1,206 which is primarily attributed to the increase in accounts payable and accrued liabilities.

Net cash provided by financing activities from incorporation on September 11, 2019 to December 31, 2019 was $144,245. On September 11, 2019, the Company issued 500,000 founder shares at $0.005 per share for gross proceeds of $2,500. On December 31, 2019, the Company completed a private placement of 7,150,000 common shares at $0.02 per share for gross proceeds of $143,000. The Company paid $1,255 for finder's fee in connection with this private placement and included the fee in share issue costs.

Non-cash activities for the period from incorporation on September 11, 2019 to December 31, 2019 included $80,449 in exploration and evaluation costs included in accounts payable and accrued liabilities to conduct an exploration and rock sampling program on the Empirical Project in October 2019 to assess the potential for gold and copper mineralization and verify historical results and previous workings.

The Company is offering a minimum of 4,200,000 and a maximum of 6,000,000 common shares at $0.175 per common share for minimum gross proceeds of $735,000 and maximum gross proceeds of up to $1,050,000 to residents in the Provinces of British Columbia, Ontario and Alberta for its IPO.

Working capital at December 31, 2019 was $23,747 and improved as a result of completing equity financings since its incorporation on September 11, 2019.

The Company's ability to meet its obligations and maintain its current operations is contingent upon successful completion of its IPO and potential future financing arrangements.

RELATED PARTY TRANSACTIONS

Amounts due to related parties consist of charges accrued for consulting, geological and exploration fees. These amounts are due to companies controlled by a director and officers. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The following amounts due to related parties are included in account payables and accrued liabilities:

	December 31, 2019
To a Director and CEO and to a company controlled by a Director and CEO of the Company	$ 90,449
To the CFO of the Company	2,000
	$ 92,449

The Company incurred the following transactions with a director/officers of the Company and companies that are controlled by a director/officers of the Company. The Company has identified all directors/officers as its key management personnel.

	December 31, 2019
Capitalized exploration and evaluation fees charged by a company controlled by the CEO and Director[1]	$ 80,449
Consulting fees to a Director and CEO[1]	10,000
Consulting fees to the CFO[2]	2,000
	$ 92,449

[1] *James Rogers, CEO and Director*
[2] *Peter Nguyen, CFO*

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's audited financial statements in conformity with 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 audited financial statements and reported amounts of revenues and expenses during the reporting period. The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these financial statements are discussed below:

Fair value of common shares issuance - The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining the fair value of assets received when common shares are issued as consideration. If the fair value of assets received or services rendered cannot be reliably measured, the transaction will be recorded at the fair value of common shares issued on the date of issuance.

Impairment of Exploration and Evaluation assets - Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its mineral properties, management has determined that the evaluation, development and related costs incurred, which have been capitalized, continue to be appropriately recorded on the statements of financial position at its carrying value as management has determined there are no indicators of impairment for its mineral properties as at December 31, 2019.

Usage of the going concern assumption - The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at December 31, 2019, the Company has $125,726 in current payables that are due within 90 days of year-end.

Currency risk

The Company currently has no foreign exchange risk as it conducts all of its business within Canada.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and loans as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at the current date, the Company had no off-balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at March X, 2020, the Company has 10,050,000 common shares and no preferred shares outstanding.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MDA is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has recently conducted an exploration and sampling program on the Empirical Project, which will require additional exploration work and financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's audited financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The consolidated financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the audit financial statements and other financial information through its audit committee.

This committee's role is to examine the audited financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MDA, the directors of the Company are James Rogers and Andrew Male.

APPENDIX C

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Clarity Gold Corp.'s (the "**Company**") audit committee (the "**Audit Committee**"), or its Board of Directors (the "**Board**") in lieu thereof. The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financially Literacy*. All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Direct Responsibility for Overseeing Work of Auditors*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

(h) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(i) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(j) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(k) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

(l) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(m) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(n) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(o) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(p) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(q) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(r) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

(a) *Auditor.* The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *To Retain Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. Reporting

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.

CERTIFICATE OF THE COMPANY

Dated: March 24, 2020

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 each of the provinces of British Columbia, Alberta and Ontario.

"James Rogers"	*"Peter Nguyen"*
James Rogers Chief Executive Officer	Peter Nguyen Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Theo van der Linde"	*"Andrew Male"*
Theo van der Linde Director	Andrew Male Director

CERTIFICATE OF THE PROMOTER

Dated: March 24, 2020

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 each of the provinces of British Columbia, Alberta and Ontario.

"James Rogers"

James Rogers
Promoter

CERTIFICATE OF THE AGENT

Dated: March 24, 2020

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, Alberta and Ontario.

Leede Jones Gable Inc.

"Richard Carter"

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