79 RESOURCES LTD.

Suite 600, 625 Howe Street
Vancouver, British Columbia
V6C 2T6

CSE FORM 2A
LISTING STATEMENT

August 24, 2020

NOTE TO READER

This Listing Statement incorporates by reference the long form prospectus of 79 Resources Ltd. (the "**Issuer**") dated July 31, 2020 (the "**Prospectus**"). Certain sections of the form of Listing Statement have been included following the Prospectus to provide additional disclosure, as required by the Canadian Securities Exchange.

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TABLE OF CONCORDANCE

This table provides the corresponding section to page numbers between the Canadian Securities Exchange Form 2A Listing Statement and the Issuer's Prospectus filed under the Issuer's profile on SEDAR (www.sedar.com), a copy of which is attached hereto as Exhibit "A".

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EXHIBIT "A"

79 Resources Ltd.

Long Form Prospectus Dated July 31, 2020

See attached.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons authorized to sell such securities. 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 offered or sold within the United States unless registered under the U.S. Securities Act and applicable state laws or an exemption from such registration is available. See "Plan of Distribution" below.

PROSPECTUS

INITIAL PUBLIC OFFERING July 31, 2020

79 RESOURCES LTD.
(the "Issuer")

OFFERING

Type of Securities	Number of Securities	Price per Security
Units	4,000,000	$0.10

This prospectus (the "Prospectus") qualifies the distribution (the "Offering") in the provinces of British Columbia and Alberta, through Haywood Securities Inc. (the "Agent"), of 4,000,000 units of the Issuer (each, an "Offered Unit") at a price of $0.10 per Offered Unit (the "Offering Price") for aggregate gross proceeds of $400,000. Each Offered Unit consists of one Common Share (as defined below) in the capital of the Issuer (each, a "Unit Share") and one common share purchase warrant (each, an "Offered Warrant") of the Issuer. Each Offered Warrant will entitle the holder thereof to acquire one common share of the Issuer (each, an "Offered Warrant Share") at an exercise price of $0.15 per Offered Warrant Share at any time before the date that is 24 months from the Closing Day (as defined herein). See "Description of Securities Distributed" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

The Offered Units are being offered pursuant to an agency agreement (the "Agency Agreement") dated July 31, 2020 between the Issuer and the Agent.

	Price to Public	Agent's Discount or Commission(1)	Proceeds to Issuer(2)(3)
Per Offered Unit	$0.10	$0.01	$0.09
Total Offering(4)	$400,000	$40,000	$360,000

Notes:

(1) Pursuant to the terms and conditions of the Agency Agreement between the Issuer and the Agent, the Issuer has agreed to pay the Agent upon closing of the Offering (the "Closing"), a cash commission (the "Agent's Commission") equal to 10% of the gross proceeds realized from the sale of the Offered Units under the Offering. In addition, the Agent will also receive that number of compensation options (the "Compensation Options") equal to 10% of the aggregate number of Offered Units issued in the Offering, which will entitle the Agent to purchase one Common Share (each, a "Compensation Share") at a price that is equal to the Offering Price for a period of 24 months from the Closing. The Issuer has further agreed to pay the Agent a corporate finance fee (the "Corporate Finance Fee") of $40,000, of which $30,000 will be payable in cash and $10,000 in Common Shares (the "Corporate Finance Fee Shares"). Each Corporate Finance Fee Share will have a deemed price equal to the Offering Price. This Prospectus also qualifies for distribution of the Compensation Options and the Corporate Finance Fee Shares, subject to the restrictions described in Note 3 to the agent's position table on page (ii) of the Prospectus

(2) Before deducting expenses of the Offering, to be borne by the Issuer, estimated to be $75,000.

(3) The Issuer has granted to the Agent an over-allotment option (the "Over-Allotment Option") exercisable, in whole or in part in the sole discretion of the Agent, up to 48 hours prior to Closing, to sell additional Offered Units equal to 15% of the Offered Units issued pursuant to this Offering. If the Over-Allotment Option is exercised by the Agent, the Issuer will issue up to 600,000 additional Offered Units (each an "Over-Allotment Unit") for a purchase price equal to the Offering Price, which would result in aggregate gross proceeds of $460,000. . Each Over-Allotment Unit consists of one Common Share in the capital of the Issuer (each, an "Over-Allotment Unit Share") and one common share purchase warrant (each, an "Over-Allotment Warrant") exercisable for one Common Share of the Issuer (each, an "Over-Allotment Warrant Share") on the same terms as the Offered Warrants. This table excludes any Over-Allotment Unit Shares issuable upon exercise of the Over-Allotment Option. See "Plan of Distribution"

below.
(4) The Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus.

All references to Offered Units, Unit Shares and Offered Warrants include the Over-Allotment Units, Over-Allotment Unit Shares, Over-Allorment Warrants and Over-Allotment Warrant Shares, respectively, issuable on exercise of the Over-Allotment Option, unless the context otherwise specifies.

ADDITIONAL DISTRIBUTIONS

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. The securities offered hereunder must be considered highly speculative due to the nature of the Issuer's business and an investment in the Offered Units is suitable only for those purchasers who are willing to risk some or all of their investment and who can afford to lose some or all of their investment. See "Risk Factors" below.

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

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange and has received conditional approval for the listing of its Common Shares thereon. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange, including the public distribution requirements. The Offered Warrants will not be listed.

The Agent's position is as follows:

Agent's Position	Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Over-Allotment Option(1)	Up to 600,000 Over-Allotment Units	Up to 48 hours prior to Closing	$0.10 per Over-Allotment Unit
Compensation Options(2)	Up to 460,000 Compensation Options	Within 24 months from the Closing	$0.10 per Compensation Share
Corporate Finance Fee Shares(2)(3)	100,000	Upon Closing	$0.10

Notes:
(1) These securities are qualified for distribution by this Prospectus. See "Plan of Distribution" below.
(2) These securities are qualified compensation securities ("Qualified Compensation Securities") within the meaning of National Instrument 41-101 – *General Prospectus Requirements* ("NI 41-101") and are qualified for distribution by this Prospectus, subject to the restrictions described in Note 3 below. See "Plan of Distribution" below.
(3) NI 41-101 imposes a restriction on the maximum number of securities which may be distributed under a prospectus to an Agent as compensation. Pursuant to NI 41-101, the aggregate Qualified Compensation Securities must not exceed 10% of the Offered Units offered pursuant to this Prospectus, which in the case of this Offering and the Over-Allotment Option is 460,000 securities. For the purpose of this Offering, any combination of the following totalling 460,000 securities are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (i) up to 100,000 Corporate Finance Fee Shares; and (ii) up to a maximum of an aggregate 460,000 Compensation Options. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Offered Units for sale under this Prospectus at the Offering Price on a commercially reasonable efforts basis, in accordance with the Agency Agreement referred to under "Plan of Distribution" below and subject to the approval of certain legal matters on behalf of the Issuer by Lotz & Company and on behalf of the Agent by DuMoulin Black LLP. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Unit Shares will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Unit Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Unit Shares were purchased. Except in limited circumstances, no certificates will be issued to purchasers of the Offered Units and a purchaser will receive only a customer confirmation from a registered dealer that is a CDS participant and from or through which the Offered Units are purchased. It is anticipated that physical warrant certificates evidencing the Offered Warrants comprising the Offered Units will be available for delivery to purchasers at the Closing of the Offering.

AGENT

HAYWOOD SECURITIES INC.
Waterfront Centre
200 Burrard Street, Suite 700
Vancouver, British Columbia
V6C 3L6

Telephone: (604) 697-7100
Facsimile: (604) 697-7499

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FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future price of metals, historical estimates of mineralization, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of regulatory approvals and the effects of the COVID-19 (as defined herein) outbreak as a global pandemic. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for exploration work on the Louise Lake Property, results of such exploration work, economic viability of exploration at the Louise Lake Property, general and administrative expenses, expectations generally regarding completion of this Offering, the ability of the Issuer to raise further capital for corporate purposes, the utilization of the net proceeds of the Offering and treatment under applicable governmental regimes for permitting and approvals. See "Narrative Description of the Business – Recommendations", "Use of Proceeds" and "Risk Factors" below.

Such forward-looking information is based on a number of material factors and assumptions, including, but not limited in any manner, to those disclosed in any other of the Issuer's public filings and include that costs for exploration activities will not deviate significantly from recent trends, the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, that financial markets will not in the long term be adversely impacted by the COVID-19 crisis, 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, the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Issuer considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to, risks and uncertainties disclosed in this Prospectus. See "Risk Factors" below. The Issuer has no specific policies or procedures for updating forward-looking information. Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Issuer does not intend, and undertakes no obligation, to update any forward-looking information to reflect, among other things, new information or future events.

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

ELIGIBILITY FOR INVESTMENT

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

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

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

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

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

METRIC EQUIVALENTS

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To Metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

GLOSSARY

"**Agency Agreement**" means the Agency Agreement dated July 31, 2020, between the Agent and the Issuer.

"**Agent**" means Haywood Securities Inc.

"**Agent's Commission**" means the cash commission paid to the Agent equal to 10% of the gross proceeds in relation to this Offering.

"**Author**" means Jason McLaughlin, P.Geo., the Author of the Technical Report.

"**B. Scott**" means Brian Scott, an Optionor.

"**Board of Directors**" or "**Board**" means the Issuer's board of directors.

"**CEO**" means the chief executive officer of the Issuer.

"**CFO**" means the chief financial officer of the Issuer.

"**Closing**" means the closing of the Offering and the issuance by the Issuer of the Offered Units.

"**Closing Day**" means such day for Closing as determined by the Agent and as agreed to by the Issuer, subject to the limitations outlined under the "Use of Proceeds" heading.

"**Common Shares**" means the common shares without par value in the capital of the Issuer.

"Compensation Options" means the options granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase one Common Share per compensation option for a period of 24 months after the Closing Day.

"**Corporate Finance Fee**" means the fee to be paid by the Issuer to the Agent on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**Corporate Finance Fee Shares**" means the $10,000 fee to be paid by the Issuer to the Agent as 100,000 Common Shares on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**COVID-19**" means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

"**Issuer**" means 79 Resources Ltd.

"**Escrow Agent**" means Endeavor Trust Corporation.

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

"**Listing Date**" means the date the Common Shares are listed for trading on the Exchange.

"**Louise Lake Property**" or the "**Property**" means eight mineral claims covering an area of 1,862.36 hectares located approximately 35 kilometres ("**km**") west of the town of Smithers in the Omineca Mining Division, British Columbia.

"**Offered Unit**" means each unit of the Issuer offered for sale under this Prospectus, whereby each Offered Unit is comprised of one Unit Share and one Offered Warrant.

"**Offered Warrant**" means a Common Share purchase warrant of the Issuer; each Offered Warrant entitling the holder thereof to acquire one Offered Warrant Share at an exercise price of $0.15 per Offered Warrant Share for a period of 24 months from the Closing.

"**Offered Warrant Shares**" means the Common Shares to be issued upon the exercise of the Offered Warrants.

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus.

"**Offering Price**" means $0.10 per Offered Unit.

"**Optionors**" means B. Scott and S. Scott collectively, and each, an "**Optionor**".

"**Over-Allotment Option**" means the Agent's option to solicit up to 600,000 additional Offered Units to raise additional gross proceeds of up to $60,000 exercisable up to 48 hours prior to the Closing Day.

"**Over-Allotment Units**" means up to 600,000 additional Offered Units, each Over-Allotment Unit comprised of one Over-Allotment Unit Share and one Over-Allotment Warrant.

"**Over-Allotment Unit Shares**" means the Common Shares to be issued as part of the Over-Allotment Units upon exercise of the Over-Allotment Option.

"**Over-Allotment Warrants**" means the Common Share purchase warrants of the Issuer to be issued upon exercise of the Over-Allotment Option; such Over-Allotment Warrants exercisable on the same terms as the Offered Warrants.

"**Over-Allotment Warrant Shares**" mean the Common Shares issuable on exercise of the Over-Allotment Warrants.

"**Property Option Agreement**" means the option agreement dated July 8, 2019, made among the Issuer and the Optionors with respect to the Louise Lake Property, as amended.

"**S. Scott**" means Steven Scott, an Optionor.

"**Stock Option Agreements**" mean the stock option agreements dated February 24, 2020, between the Issuer and certain directors and officers of the Issuer.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors of the Issuer on February 24, 2020 providing for the granting of incentive stock options to the Issuer's directors, officers, employees and consultants.

"**Subscriber**" means a subscriber for the Common Shares offered under this Offering.

"**Technical Report**" means the technical report dated July 22, 2020 and dated effective July 22, 2020, entitled "*NI 43-101 Technical Report Louise Lake Property, Smithers Area, Northern British Columbia, Canada*" authored by Jason McLaughlin, P.Geo.

"**Unit Share**" means each Common Share comprising part of the Offered Units.

GLOSSARY OF TECHNICAL TERMS

Adit	A horizontal or nearly horizontal passage driven from the surface for the working or dewatering of a mine. If driven through the hill or mountain to the surface on the opposite side it would be a tunnel.
Ag	Chemical symbol for silver.
Al	Chemical symbol for aluminum.
Anomalous	A description of anything statistically out of the ordinary.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
B	Chemical symbol for boron.
Ba	Chemical symbol for barium.
Be	Chemical symbol for beryllium.
Bi	Chemical symbol for bismuth.
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade metamorphic rocks, or as alteration products of ferromagnesian minerals.
Ca	Chemical symbol for calcium.
Cd	Chemical symbol for cadmium.
Ce	Chemical symbol for cerium.
Co	Chemical symbol for cobalt.
Cr	Chemical symbol for chromium.
Cs	Chemical symbol for cesium.
Cu	Chemical symbol for copper.
EM	Electromagnetic.
Epidote	A lustrous yellow-green crystalline mineral, common in metamorphic rocks. It consists of a hydroxyl silicate of calcium, aluminum, and iron.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
Ga	Chemical symbol for gallium.
Ge	Chemical symbol for germanium.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Hf	Chemical symbol for hafnium.
Hg	Chemical symbol for mercury.
Igneous Rock	A rock formed by the crystallization of magma or lava.
In	Chemical symbol for indium.
K	Chemical symbol for potassium (kalium).
La	Chemical symbol for lanthanum.
Li	Chemical symbol for lithium.
Magnetite	A grey-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Mg	Chemical symbol for magnesium.

Mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
Mn	Chemical symbol for manganese.
Mo	Chemical symbol for molybdenum.
Na	Chemical symbol for sodium.
Nb	Chemical symbol for niobium.
Ni	Chemical symbol for nickel.
P	Chemical symbol for phosphorus.
Pb	Chemical symbol for lead.
Pd	Chemical symbol for palladium.
Ppb	Parts per billion.
Ppm	Parts per million.
Pt	Chemical symbol for platinum.
Pyrite	An iron sulphide.
Rb	Chemical symbol for rubidium.
Re	Chemical symbol for rhenium.
S	Chemical symbol for sulphur.
Sb	Chemical symbol for antimony (stibium).
Sc	Chemical symbol for scandium.
Se	Chemical symbol for Selenium.
Sn	Chemical symbol for Tin (Stannum).
Sr	Chemical symbol for Strontium.
Ta	Chemical symbol for Tantalum.
Te	Chemical symbol for Tellurium.
Th	Chemical symbol for Thorium.
Ti	Chemical symbol for Titanium.
Tl	Chemical symbol for Thallium.
U	Chemical symbol for Uranium.
V	Chemical symbol for Vanadium.
W	Chemical symbol for tungsten (wolfram).
Y	Chemical symbol for Yttrium.
Stockwork	A complex system of structurally controlled or randomly oriented veins.
V	Chemical symbol for vanadium.
Zn	Chemical symbol for zinc.
Zr	Chemical symbol for zirconium.

PROSPECTUS SUMMARY

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

The Issuer:	The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on April 17, 2019, under the name "79 Resources Ltd." and does not have any subsidiaries. The Issuer's corporate office is located at Suite 600, 625 Howe Street, Vancouver, British Columbia, V6C 2T6, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.
The Issuer's Business:	The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Louise Lake Property. Further to these objectives, the Issuer entered into the Property Option Agreement pursuant to which it is entitled to earn an undivided 75% interest in the Louise Lake Property. The Issuer intends to fund the exploration of the Louise Lake Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. See "Narrative Description of the Business" below.
The Property:	The Louise Lake Property consists of eight (8) mineral claims covering an area of 1,862.36 hectares located approximately 35 km west of the town of Smithers in the Omineca Mining Division, British Columbia. The Issuer currently beneficially owns 51% of the Louise Lake Property.
Management, Directors and Officers:	Gary Musil – Chief Executive Officer, President and Director Nancy Kawazoe – Chief Financial Officer, Corporate Secretary and Director James Place – Director Twila Jensen – Director John Masters – Director See "Directors and Officers" below.
The Offering:	The Issuer is offering 4,000,000 Offered Units for sale at a price of $0.10 per Offered Unit in the provinces of British Columbia and Alberta. This Prospectus also qualifies the distribution of (i) 100,000 Corporate Finance Fee Shares, to the extent such securities are Qualified Compensation Securities; (ii) up to 460,000 Compensation Options, issuable to the Agent as Qualified Compensation Securities; and (iii) up to 600,000 Over-Allotment Units issuable upon the exercise of the Over-Allotment Option, including 600,000 Over-Allotment Unit Shares and 600,000 Over-Allotment Warrants. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, and will not be qualified for distribution under this Prospectus. See "Plan of Distribution" below.
Use of Proceeds:	The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Offered Units offered hereby will be $400,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $75,000, the Agent's Commission of $40,000, the cash portion of the Corporate Finance Fee of $30,000 and the $10,000 payment to the Optionors pursuant to the Property Option Agreement, and including the Issuer's estimated working capital deficiency as at June 30, 2020 of $(30,796) and loans received

by the Issuer from two arm's length parties in July 2020 in the amount of $10,000, are estimated to be $224,204.

Principal Purpose	Funds to be Used[(1)]
To fund the Phase 1 exploration program on the Louise Lake Property[(2)]	$103,197
To provide funding sufficient to meet administrative costs for 12 months	$82,000[(3)]
To provide general working capital to fund ongoing operations	$39,007
TOTAL:	**$224,204**

Notes:
(1) See "Use of Proceeds" below. The Issuer 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. In the event of exercise of the Over-Allotment Option, the Issuer will use the proceeds for general working capital and in part, to fund Phase 2 of the recommended exploration program on the Louise Lake Property.
(2) See "Narrative Description of the Business – Recommendations" below for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, Louise Lake Property.
(3) The Issuer anticipates that $30,000 will be paid as consulting fees to a private company owned and controlled by Gary Musil.

Summary of Financial Information:

The following selected financial information is subject to the detailed information contained in the unaudited financial statements and audited financial statements of the Issuer and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the unaudited financial statements for the period ended March 31, 2020 and audited financial statements of the Issuer for the period ended December 31, 2019. The Issuer has established December 31st as its financial year end.

	Three Month Period Ended March 31, 2020 (unaudited)	Period ended December 31, 2019 (audited)
Total revenues	Nil	Nil
Exploration expenditures	$123	$121,544 [(1)]
Consulting fees	$Nil	$4,000
Management Fees	$7,500	$15,000
Professional fees	$4,500	$37,843
Bank and Interest Charges	$42	$282
Travel and Promotion	Nil	$635
Rent	$1,200	Nil
Office and Miscellaneous	$400	Nil
Share-based payments	$22,544	Nil
Net Loss	($36,186)	($57,760)
Basic and diluted loss per common share	(0.00)	(0.01)
Total assets	$159,836	$201,935
Long-term financial liabilities	Nil	Nil

Cash dividends per share	Nil	Nil

Notes:
(1) Of the $121,544 in exploration expenditures incurred, more than $75,000 of the exploration expenditures constitute qualifying expenditures within the meaning of CSE Policy 2 *Qualification for Listing*.

See "Selected Financial Information and Management Discussion and Analysis" below.

Risk Factors:

An investment in the Offered Units should be considered highly speculative and investors may incur a loss on their investment. The Issuer has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Louise Lake Property. The Issuer currently beneficially owns 51% of the Property and has an option only to acquire the remaining 24% interest in the Louise Lake Property and there is no guarantee that the Issuer's 75% interest, if earned, will be certain or that it cannot be challenged by claims of aboriginal or indigenous title, or unknown third parties claiming an interest in the Louise Lake Property. The Issuer and its assets may also become subject to uninsurable risks. The Issuer's activities may require permits or licenses which may not be granted to the Issuer. The Issuer competes with other companies with greater financial resources and technical facilities. The Issuer may be affected by political, economic, environmental and regulatory risks beyond its control. The Issuer is currently largely dependent on the performance of its directors and officers and there is no assurance the Issuer can retain their services. In recent years both metal prices and publicly traded securities prices have fluctuated widely. See "Risk Factors" below.

Currency:

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

Name and Incorporation

79 Resources Ltd. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on April 17, 2019.

The Issuer's head office is located at Suite 600, 625 Howe Street, Vancouver, British Columbia, V6C 2T6, and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

The Issuer has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Issuer

The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada. See "Narrative Description of the Business" below.

History

Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of approximately $195,001, as set out in "Prior Sales" below. These funds have been, and are being, used for the acquisition, exploration and maintenance of the Louise Lake Property and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Louise Lake Property, as set out in "Use of Proceeds" below.

Acquisitions

To this end, the Issuer entered into the Property Option Agreement whereby the Issuer was granted an irrevocable and exclusive option to acquire up to a 75% interest in the Louise Lake Property (the "Option"), consisting of eight mineral claims covering an area of 1,862.36 hectares, approximately 35 km west of the town of Smithers in the Omineca Mining Division, British Columbia, the particulars of which are described in greater detail below.

The Issuer currently beneficially owns 51% of the Property (the "Stage 1 Interest") through the payment of $5,000 cash and the allotment and issuance of 100,000 Common Shares to the Optionors upon the execution and delivery of the Property Option Agreement by the Issuer and the Optionors (the "Stage 1 Option Consideration"). To acquire an additional 24% interest in the Louise Lake Property, the Issuer is required to: (i) pay a total of $10,000 in cash payments to the Optionors; (ii) issue an additional 100,000 Common Shares to the Optionors; and (iii) incur an aggregate minimum of $225,000 in exploration expenditures (collectively, the "Option Consideration"), in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon execution of Property Option Agreement	$5,000 (paid)	100,000 (issued)	Nil
On or before first anniversary of the execution of Property Option Agreement	$10,000[(1)]	Nil	$75,000 (incurred)
On or before the 1st anniversary of the Listing Date	Nil	100,000[(2)]	$150,000

Notes:
(1) The Optionors have agreed to delay the date for completion of the $10,000 cash payment to August 8, 2020.
(2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

The Issuer has partially completed the exploration expenditures required to acquire the additional 24% interest in the Louise Lake

Property, as set out in the schedule above. Once the Issuer has paid the Option Consideration in full, then it shall be deemed to have earned a 75% undivided interest in the Louise Lake Property, subject to a 2% net smelter returns royalty (the "NSR") on the Property. Once the Issuer exercises its option to acquire a 75% interest in the Louise Lake Property and upon the commencement of commercial production thereon, the NSR is payable to the Optionors on the net value of all ores, minerals, metals and materials mined and removed from the mineral claims comprising the Louise Lake Property and sold or deemed to have been sold by or for the Issuer. The Issuer will be the operator of the Louise Lake Property during the term of the Property Option Agreement. The Issuer is responsible for maintaining the Property in good standing and doing and filing all necessary assessment work or the making of any necessary payments in lieu thereof. The Issuer will also pay any taxes and rentals levied with respect to the Louise Lake Property and will apply and pay for assessment credits for the mineral claims comprising the Louise Lake Property for all the work and expenditures conducted on all or any part of the Louise Lake Property. The Optionors are both at arm's length to the Issuer, and were at arm's length to the Issuer at the time they entered into the Property Option Agreement.

If, after the effective date of the Property Option Agreement (being July 8, 2019), the Issuer acquires, directly or indirectly, an interest or right in a mineral claim located within 2 km of the boundaries of the Louise Lake Property as it was constituted at the effective date of the Property Option Agreement, that interest or right shall be deemed to form part of the Louise Lake Property and shall be subject to the Property Option Agreement. If, after the effective date of the Property Option Agreement, the Optionors acquire, directly or indirectly, an interest or right in a mineral claim located within 2 km of the boundaries of the Louise Lake Property as it was constituted at the effective date of the Property Option Agreement, the Optionors shall notify the Issuer in writing as to the details of such acquisition and the cost thereof, and if the Issuer notifies the Optionors within 30 days after receiving such details that it wishes such mineral claims to become part of the Property, then the mineral claims so acquired shall be deemed thereafter to be part of the Property, and the costs of such acquisition shall be paid by the Issuer. In the event that the Issuer does not consent to such mineral claims becoming part of the Property, then the Optionors shall be entitled to hold such mineral claims free of the terms of the Property Option Agreement.

The Louise Lake Property currently surrounds one 2-unit mineral claim, number 1064060, held by Mr. B. Kreft, of Whitehorse, Yukon (Figure 2). The Issuer does not currently have any intentions to acquire claim 1064060, and the exploration programs recommended by the Author of the Technical Report do not require the acquisition of claim 1064060. As a result, the Issuer does not consider there to be any risks in not acquiring claim 1064060 at present. Depending on future exploration results on the Property, the Issuer may reconsider its intentions with respect to claim 1064060.

Trends

As a junior mining company, the Issuer is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or result of operations.

Intention Regarding Future Business of the Issuer

The Issuer is currently engaged in the business of mineral exploration of its Louise Lake Property, located in British Columbia, Canada. The Issuer has the sole and exclusive option to acquire up to a 75% interest in the Louise Lake Property. It is the current intention of the Issuer to explore and, if warranted, develop the Louise Lake Property. It is also the current intention of the Issuer to remain in the mineral exploration business. Should the Louise Lake Property not be deemed viable, the Issuer currently expects that it will explore other opportunities to acquire interests in other mineral properties.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

The Issuer is engaged in the business of acquiring and exploring mineral resource properties. The Issuer's sole property is the Louise Lake Property, located in Northern British Columbia, approximately 35 km west of the town of Smithers in the Omineca Mining Division. The Issuer's interest in the Property is governed by the Property Option Agreement. See "Acquisitions" above.

The Issuer intends to use the net proceeds from this Offering to carry out exploration on the Property and for working capital. The Issuer may decide to acquire other mineral properties in addition to the Property.

Louise Lake Property, Omineca Mining Division, British Columbia, Canada

The following information regarding the Property is summarized or extracted from an independent technical report dated July 22, 2020, and effective July 22, 2020, entitled "*NI 43-101 Technical Report, Louise Lake Property, Smithers Area, Northern British Columbia, Canada*" (the "Technical Report") prepared for the Issuer by Jason McLaughlin, P.Geo. (the "Author") in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The Author is a "qualified person" within the meaning of NI 43-101.

All figure and table references herein are numbered in accordance with the Technical Report available on the Issuer's SEDAR profile at www.sedar.com.

Description and Location of the Louise Lake Property

The Louise Lake Property is located about 35 air kilometres west of Smithers, British Columbia, Canada, and is geographically centered at 54°51'15" N Latitude, 127°42'45" W Longitude within BCGS sheet NO93L082. The property is comprised of eight British Columbia mineral claims covering a total of 1,825.12 hectares (ha).

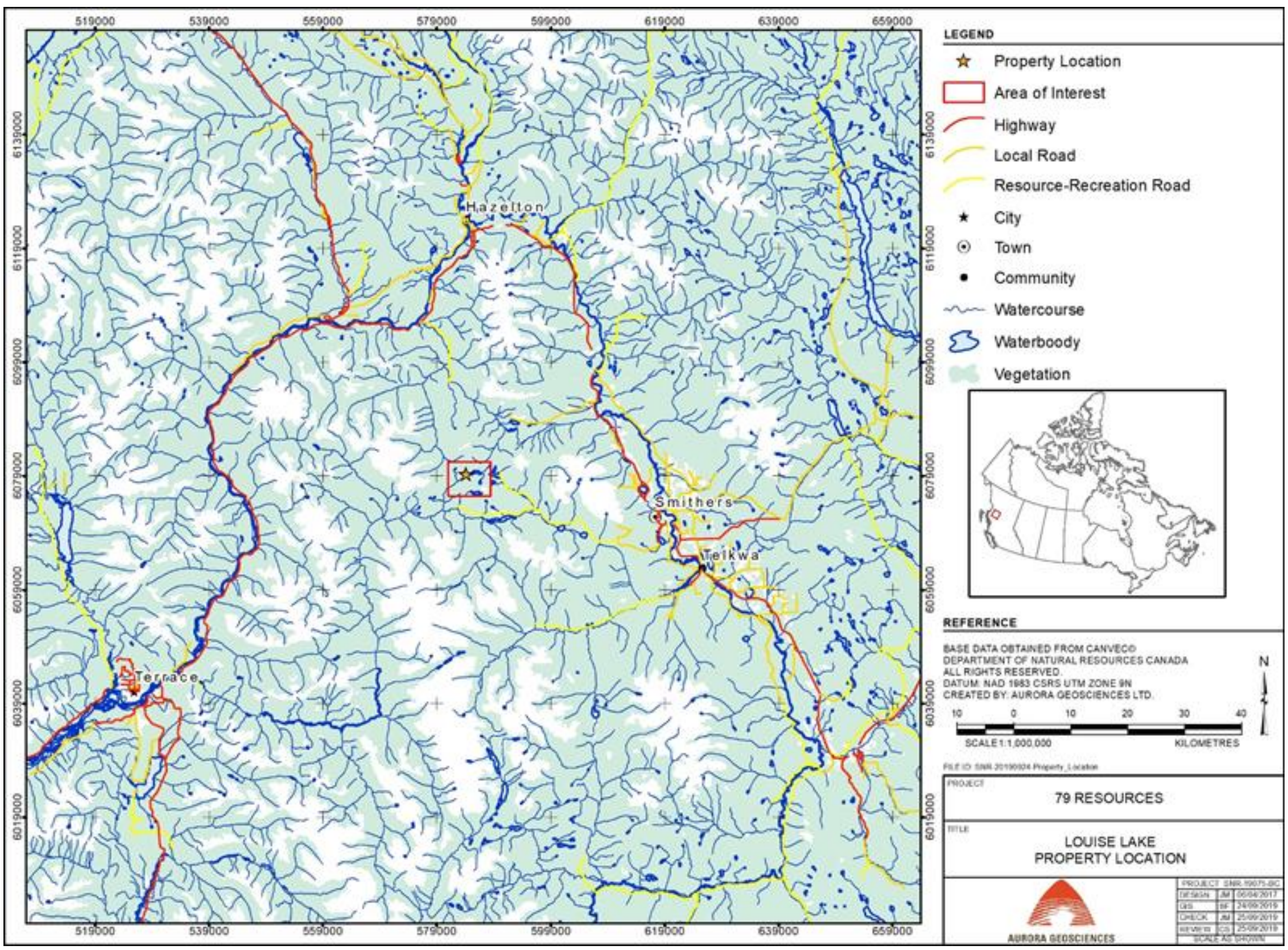

Figure 1. Location Map.

Mineral Tenures

The Louise Lake Property consists of eight mineral claims numbered 1058438, 1064063, 1064064, 1064065, 1065754, 1065822, 1065849 and 1070157 (the "Louise Lake Claims") amounting to 1,862.36 hectares in the British Columbia Mineral Title Online cell system which lists Messrs. Steven Scott (50%) and Brian Scott (50%) as the owners of each.

Mineral Title details listed in Table 1 were downloaded from the MTO web site and are current as of July 25, 2019. All mineral titles are in the Nanaimo Mining Division.

Table 1: Claim titles, Louise Lake Property (as of June 23, 2020)

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
1058438	Louise	07-Feb-18	30-Dec-27	37.24
1064063		26-Oct-18	30-Dec-27	74.49
1064064		26-Oct-18	30-Dec-27	55.86
1064065	Lovable Louis	26-Oct-18	30-Dec-27	55.85
1065754	Weezie	14-Jan-19	30-Dec-27	37.25
1065822	Ll Bean	17-Jan-19	30-Dec-27	37.23
1065849		18-Jan-19	30-Dec-27	37.24
1070157[(1)]	Louise Extension	07-Aug-19	30-Dec-21	1,527.2

Total Area: 1,862.36 ha

Notes:
(1) Pursuant to the "Area of Common Interest" provision in the Property Option Agreement, and subsequent to its effective date, the Louise Extension claim became a part of the Louise Lake Property.

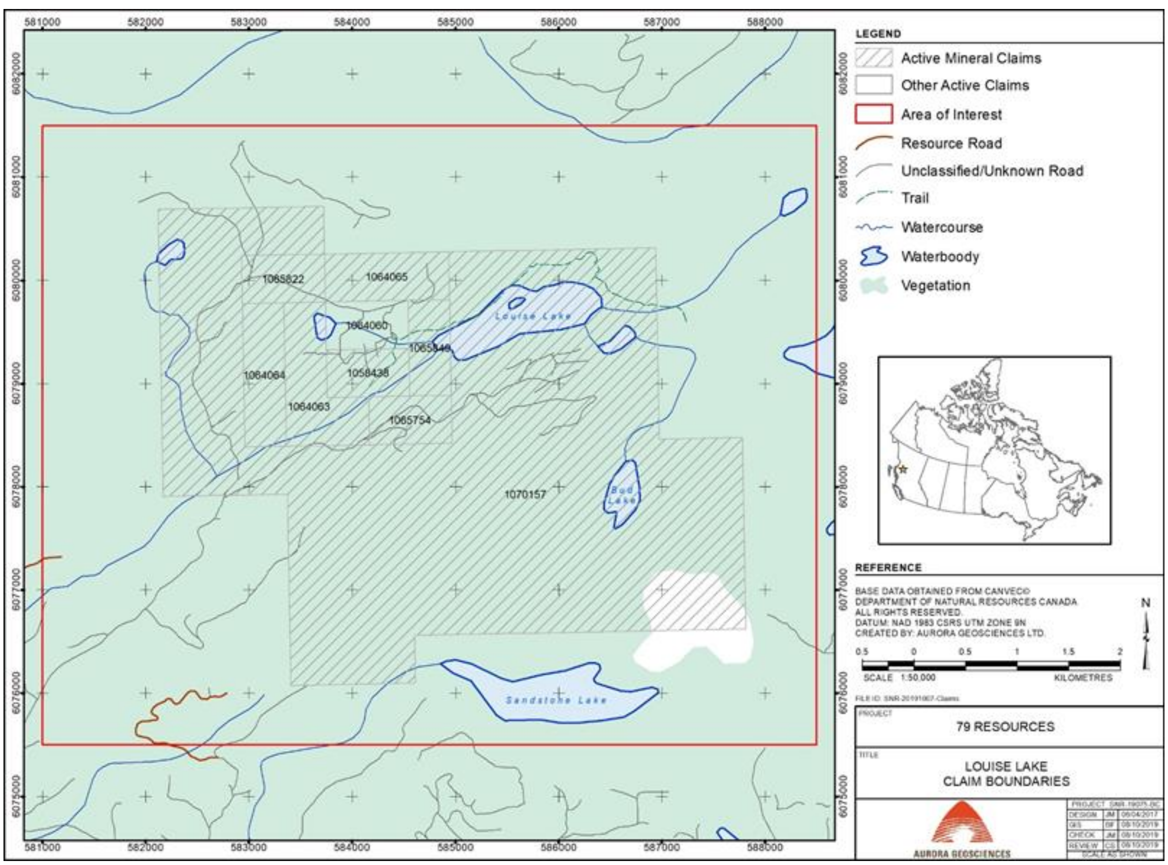

Figure 2. Mineral Tenure Map.

Environmental Liabilities

There are no environmental liabilities on the Property. Reclamation of the 2004 through 2008 drill sites was ongoing during those programs. In 2015, the sites were inspected by the Author and a government official, who recommended minimal further reclamation, mainly to the access road from existing forestry access roads. The reclamation was completed as requested. In 2019, the access road was inspected and found to be undergoing natural revegetation, as were the former drill access roads in the deposit area.

Figure 3. Natural revegetation along trail to logging road.

Figure 4. Natural revegetation of former drill site and access road.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

The southeastern Property area is accessible by an unmaintained logging road extending ENE from the currently maintained McDonnell Lake Road, itself extending from the all-weather "Hudson Bay Mountain Road" leading to Smithers. Commuting time from Smithers is about 1.25 hours. The unmaintained road is accessible by 4WD vehicles to a "terminus" southeast of the Louise Lake waterbody, although this required some brushing in 2019 along its final 1.3 km to the terminus. The core area hosting the Property is now inaccessible by road, following emplacement of a barrier on the Coal Creek Road extending from the aforementioned logging road. Minor logging roads extending from the remaining accessible road are overgrown and impassable for 4WD vehicles. Access to the core area, and to areas east of Bud Lake, is by helicopter from Smithers. During August, 2019, the McDonnell Lake Road was an active logging haul road. A two-way radio with the same frequency as that utilized by the logging companies is required during active logging episodes.

Topography, Elevation and Vegetation

The core area, hosting the Main Zone deposit of the Louise Lake Property, is located within gently rolling terrain ranging in elevation from 3,100 to 3,400 feet (945 m to 1,035 m) (the "Main Zone"). Portions of the Property, directly northwest of the Main Zone, are swampy to boggy. Newly acquired areas to the southeast are more rugged, with elevations ranging from 3,230 to 4,130 feet (985m to 1,260m) with locally inaccessible sections.

The Property is heavily wooded with thick coniferous forests of hemlock, pine and spruce. Areas northeast of the Main Zone and along the unmaintained logging roads south of the Louise Lake waterbody were clear-cut in the late 1990s. Within the core area, directly overlying the deposit, vegetation comprises smaller trees, mainly pine, fir and hemlock. The area to the southeast comprises mature to over-mature balsam fir and hemlock forest, with trees attaining 40 m in height. Clear-cut areas are marked by immature pine and fir forest and lush annual undergrowth.

Local Resources

The Property is about 35 km west of Smithers, British Columbia, with a population of about 5,700 servicing roughly 11,000 people. Smithers is a major service centre along both the Yellowhead Highway and the northern Canadian National Railway line, midway between the City of Prince George and tidewater at the City of Prince Rupert, British Columbia. The town has abundant accommodation, fuel, hardware and other industrial services, an available workforce for exploration and mining, and access to abundant electrical power. A local mining recorder's office and other government services are also available. A major regional airport, with daily scheduled flights to Vancouver, also services the town.

Climate

The Property occurs along the inland limit of the coastal pacific influence, and areas to the east towards Smithers have a progressively more continental climate. Summers are mild and winters are fairly cold with temperatures to -25ºC with abundant snowfall typically attaining depths of 1.3 metres. The exploration season extends from early May to mid-October, although drilling can be done into early November. Drilling may also be done from early February to late March in flat, accessible areas, particularly boggy areas, due to snow and ice cover.

The climate of Smithers is described as a borderline humid continental/subarctic climate (Köppen climate classification, Wikipedia, 2019). Daily high and low temperatures in Smithers for July are 21.6ºC and 8.6ºC respectively; daily high and low temperatures in January are -3.5ºC and -11.0ºC respectively. Occasional summer heat waves and winter cold snaps occur. Annual precipitation averages 508.5 mm (20.2"), comprising 367.2 mm of rain and 182.7 cm snow (Wikipedia, 2019).

Infrastructure

At this time no significant infrastructure exists on the Property. The Property size and gentle terrain in the core area are sufficient to accommodate mining facilities, accommodations and mine infrastructure support facilities, potential mill processing sites, heap leach pads, and waste disposal sites. In the core area, water is readily accessible from Coal Creek and a tributary stream, and several ponds within the Property (Figure 2). Permanent streams and small ponds are abundant throughout most of the Property, and the southeastern area hosts the Louise Lake and Bud Lake waterbodies.

Smithers is located along a major transportation and infrastructure corridor, including Highway 16 and the Canadian National Railway line, both extending west to tidewater at Prince Rupert, British Columbia. A major electric power line also extends about 28 km south of the Property. Sufficient electrical power for a small to medium-scale mining operation could be supplied by a spur line from this current infrastructure.

Surface Rights

No fee-simple surface rights have been allocated within Property boundaries. The majority of the Property is covered by five (5) Land Act Survey Parcels, specifically Parcels nos. 5579, 5866, 5572, 5865 and 5580, covering the Property area to Bud Lake. These are parcels that are, or have been, within the purview of the B.C. Crown Land Management program, but have no private ownership.

History

The present Property area was first staked as the LOU claims in 1968 by Mastodon-Highland Bell Mines (Mastodon), following identification of anomalous Cu values from outcrop and stream silt sampling west of Louise Lake. In 1969, Mastodon completed geological mapping, soil geochemical and Induced Polarization (IP) geophysical surveying. It also completed 220 m of trenching, exposing a 1,600 ft by 800 ft (490 m – 245 m) area of low-grade Cu-Mo mineralization, called the Main Zone, along the north side of the ENE – WSW trending Coal Creek fault. Late in 1969, Canadian Superior Exploration Ltd. optioned the Property and conducted further IP surveying early in 1970, delineating a chargeability anomaly coincident with the mineralized area and a second anomaly of similar signature about 1.0 km to the east, along the south limb of the fault.

From January to March 1970, Canadian Superior completed a 17-hole, 6,632-foot (2,021m) diamond drilling program utilizing "BQ-sized core", with 16 holes focusing on or close to the Main Zone. Results from the Main Zone area ranged from 104.1 m grading 0.161% Cu, 0.0024% Mo, 0.127 g/t Au and 0.8 g/t Ag to 115.8m grading 0.201% Cu, 0.0055% Mo, 0.127 g/t Au and 0.8 g/t Ag. In 1986, several unsampled intervals were sampled by L. Warren and E. Shaede. Results from this sampling combined with the 1970 sampling returned a 146-metre interval grading 0.255% Cu and 0.297 g/t Au and a 100.9-metre interval grading 0.357% Cu and 0.364 g/t Au. Results were deemed sub-economic and the claims were allowed to lapse.

In 1975, Granby Mining Corporation re-staked the area as the LOUISE 1 and 2 claims comprising 20 units (500 hectares) and conducted soil geochemical surveying in 1976. This program, involving collection of 251 soil samples along a grid extending west from Louise Lake, delineated a 650 m by 300 m Cu soil geochemical anomaly. Granby also re-evaluated the 1970 IP results, and determined that areas having highly anomalous chargeability signatures coincide with strongly pyritic zones. Areas having moderate to weak chargeability signatures may represent higher-grade but less pyritic Cu mineralization, and are thus more viable exploration targets. Granby also re-logged the 1970 drill core and re-assayed much of it. By 1977 the Property was reduced to a four-unit (100 ha) claim covering the central Main Zone area.

In April 1979, the Bethlehem Copper Corporation staked the ROB 1-4 claims comprising 61 units, obtained representative core samples at 50-foot intervals and conducted further geochemical and limited IP surveying. The geochemical survey, focusing on Cu and Mo analyses, systematically covered the entire claim block, revealing scattered weakly anomalous Cu values. Two strongly anomalous Mo values were returned, one of 45 ppm Mo south of the west end of Louise Lake, and another of 150 ppm Mo roughly 400 m northwest of Bud Lake. The IP surveying was done along the Coal Creek fault zone beyond the southwestern and northeastern limits of the 1970 surveying. The IP geophysical equipment was inadequate for the conditions encountered due to insufficient power. However, the survey identified an anomalous chargeability signature to the southwest, and a coincident narrow high chargeability and low resistivity signature to the northeast, possibly representing vein or fault-controlled "chargeability materials" (White, 1979). The ROB claims were then allowed to lapse.

In late November 1979, the LOUISE LAKE claim was transferred to Noranda Exploration Company Ltd (Noranda). In 1980, Noranda conducted airborne magnetometer and VLF-EM surveying across the Louise Lake area, identifying three VLF-EM anomalies (Myers, 1983). Noranda did some compilation and petrographic work and took 17 rock samples, revealing anomalous Cu and Au values from the Main Zone area.

The Property was re-staked in 1986 as the TENN 1-3 and TROUT claims by Eric A. Shaede of Sicamous, B.C. and Lorne B. Warren of Smithers, B.C. (Klassen, 1989). The 64-unit (1,600 ha) block was optioned by Lacana Mining Corporation in 1987, which changed its name to Corona Gold Corporation by 1988. From 1987 to 1988 Lacana systematically re-analyzed and re-logged the 1970 core. In 1988, Corona conducted reconnaissance and detailed geological mapping and silt sampling, followed by a 33 km surface VLF-EM survey, a 4.2 km soil geochemical survey and 485 m of mechanized trenching. A total of 205 soil and 192 rock samples were taken (Klassen, 1989), identifying numerous Cu ± Mo ± Au anomalies located close to, but not always directly overlying, the Main Zone. The VLF-EM survey provided limited response across the entire grid.

In 1989, Corona drilled five further holes for 916 m in the eastern Main Zone area, targeting a major shear zone, for potential high-grade Cu-Au mineralization. All holes returned strongly anomalous Cu-Au ± Mo mineralization with intercepts ranging from 117.3 m grading 0.167% Cu, 0.0072% Mo, 0.118 g/t Au and 0.5 g/t Ag to 189.4 m grading 0.264% Cu, 0.0103% Mo, 0.313 g/t Au and 1.0 g/t Ag. Grades were fairly uniform, lacking notable high-grade zones.

In 1989, Placer Dome Inc. conducted a brief Property visit followed by detailed compilation of existing drill and surface data, which was completed early in 1990. Placer Dome determined that mineralization at Louise Lake has both epithermal and porphyry-style characteristics, suggesting the Main Zone represents a transitional zone between upper-levels of a porphyry system and an associated evolved hydrothermal (epithermal) zone, possibly remobilized along the Coal Creek fault zone. In 1990, Placer Dome collected 5 rock and 65 soil samples; soil sampling revealed a Cu-Au anomaly southeast of the Main Zone, and a Cu ± Zn anomaly to the southwest. Placer Dome believed the eastern anomaly may be "a southeastern continuation of known alteration/ mineralization onto (the) eastern lines" (G. Ditson, 1990) rather than a major structurally controlled zone in the Coal Creek fault zone. The western anomaly likely represents a narrow zone (Ditson). Placer Dome believed the Main Zone mineralization to be sub-economic and that grades of potential mineralization indicated by the southeastern anomaly were not likely to be higher than within the trenches. Placer thus declined to enter into acquisition of the Property.

Corona terminated its option in early 1991 and in March 1991, the claims were sold to numbered company 402774 B.C. Ltd. In October 1991, the TENN 4-12 claims were added, bringing the total number of units to 164 covering 4,100 ha. In November 1991, the claims were optioned by New Canamin Resources Ltd, who then subsequently entered into an option agreement with Equity Silver Mines Ltd (Equity). In March and June of 1992, respectively, Equity conducted two diamond drilling programs totaling 2,651.6 m in 13 holes. Phase I consisted of nine NQ-core holes, of which six tested the Main Zone area, two tested the Coal Creek fault to the south and one hole tested for fault-offset mineralization under Louise Lake. Phase II comprised three BQ-core holes testing potential western extensions of the Main Zone.

Drilling of the Main Zone area returned intervals ranging from 85.4 m grading 0.24% Cu, 0.0116% Mo, 0.241 g/t Au and 0.8 g/t Ag, to 60.9 m grading 0.363% Cu, 0.0223% Mo, 0.335 g/t Au and 1.6 g/t Ag. Drilling outside of the Main Zone area returned shorter, lower grade intercepts. Equity interpreted drill results as representing an east-west trending tabular deposit roughly 850 m long and 40 to 80 m thick, dipping northward at 20° and having a shallow westward plunge (Hanson, 1992). At a 0.2% Cu cut-off, Equity stated that the deposit contained an "estimated resources of 50 million tonnes grading 0.3% Cu and 0.3 g/t Au with some payable molybdenum" (Hanson, 1992). This historical resource estimate was calculated prior to implementation of current standards under National Instrument 43-101, has not been independently verified by the Issuer or the Author, and although the Author believes the source of the historical information to be generally reliable, such information is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data and other inherent limitations and uncertainties. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves, and the Issuer is not treating the historical estimate as current mineral resources or mineral reserves.. Equity determined that the deposit was sub-economic but "considerable potential" existed for expansion of the deposit to the west, and for discovery of additional zones and of higher-grade areas within known horizons (Hanson).

Equity also drilled one hole (LL-02-10) to the east, testing the potentially offset IP anomaly under Louise Lake. This hole intersected a zone, called the "Lake Zone", comprising chalcopyrite-sphalerite veins within ash and lapilli tuff horizons intruded by feldspar porphyritic dykes. A 39.6 m interval returned 0.129% Cu, 0.566% Zn, 13.6 g/t Ag and 0.210 g/t Au from 70.1 m to 109.7 m; this includes a 3.1 m interval hosting a 15 cm chalcopyrite-sphalerite vein returning 1.456% Cu, 1.146% Zn, 121.7 g/t Ag and 1.920 g/t Au from 97.5 m – 100.6 m.

By early 1995, Global Mineral and Chemical Ltd. (Global) entered into an option agreement to earn a 100% interest on the TENN 1-12 and TROUT claim with 402274 B.C. Ltd., and conducted a preliminary compilation of past reports. In 1995, Global collected 93 soil and 3 rock geochemical samples south of Louise Lake, and completed five additional lines of IP surveying along the Main Zone trend. One soil sample returned 18 ppm Mo; this was taken roughly 200 m southeast of a rock sample returning 375 ppm Mo. A moderate zinc-in-soil geochemical anomaly, with values to 574 ppm Zn, coinciding with elevated lead values to 172 ppm Pb, was identified about 350 m south of Louise Lake. The IP survey consisted of five lines; two southwest of the Main Zone, one across the Main Zone and two to the northeast. The line across the Main Zone showed that the previously defined chargeability anomaly extends beyond known surface mineralization to the north of the Main Zone and is weaker and more erratic to the south. A weaker but still well-defined chargeability anomaly was identified southwest of the Main Zone to the northern end of the lines (Tennant, 1996), suggesting potential continuation of the Main Zone. No anomalous responses were returned from the eastern lines.

In early 1996, Global conducted further IP surveying followed by five diamond drill holes in the Main Zone area. No assessment reports or detailed results were accessible; however, news releases stated that two holes spaced 320 m apart, were mineralized throughout their lengths of 229 and 213 m respectively. One of these returned a 55 m intercept from 18 m – 73 m grading 0.28% Cu and 0.47 g/t Au, the other returned a 52 m interval from 24 m to 76 m grading 0.23% Cu and 0.29 g/t Au. Also, Hole GM-3 returned a 128 m intercept grading 0.49 g/t Au, and all holes reported slightly enriched Mo near surface, including an interval of 0.024% Mo across 21 m.

In 1998, Global drilled five additional holes targeting the eastern geophysical anomaly. No major zones were intersected although the company did announce "interesting but not exciting silver values" (Letter from the President, 1998). No specific details were available for this work. The company planned additional drilling of the Main Zone in 1999 but no records of such work were found and the company appears to have focused its efforts elsewhere.

The LOUISE 1-8 claims were staked in October 2003 and the LOUISE 9-30 claims were staked in January 2004 by Messrs. B. Kreft and C. Greig. In January 2004, Firestone Ventures Inc. ("Firestone") entered into a joint venture agreement with Messrs. Kreft and Greig to obtain a 100% interest in the property. In July and August, Firestone completed a six-hole, 5,638.4-foot (1,718.4 m) diamond drilling program using "NQ" sized core and focusing on the Main Zone. The program expanded known dimensions of the zone to the east and west, and confirmed previously reported results in central areas. Results ranged from 62.1 m grading 0.214% Cu, 0.0044% Mo, 0.173 g/t Au and 1.5 g/t Ag from 121.0 to 183.1 m, to a 204 m intercept grading 0.366% Cu, 0.0118% Mo, 0.354 g/t Au and 1.2 g/t Ag.

In December 2004, Firestone signed a "letter of intent" with North American Gem Inc. whereby North American Gem may earn a 75% interest in the Louise Lake Property. In 2005, North American Gem conducted a seven-hole, 7915-foot (2,412.3 m) diamond drilling program, focusing on further expansion of the Main Zone to the west, east and at depth. Results ranged from 22.7 metres grading 0.159% Cu, 0.014% Mo, 0.150 g/t Au and 0.5 g/t Ag to 192.1 metres grading 0.271% Cu, 0.011% Mo, 0.255 g/t Au and 1.9 g/t Ag.

In February 2006, Firestone transferred its agreement to earn a 100% interest in the Louise Lake Property, together with all obligations of the 2004 and 2003 agreements to North American Gem Inc. From February to March, 2006, North American Gem conducted a twelve-hole, 11,114-foot (3,387.4 m) diamond drilling program on the Main Zone and surrounding area. Results of this and all earlier programs, including historical drilling activity, were incorporated into the first Main Zone resource estimate provided by SRK Consulting (Canada) Inc. (Lee and Marek, 2006). The estimate by SRK comprised an Indicated Resource of 6.0 M tonnes grading 0.214% Cu, 0.006% Mo, 0.20 g/t Au and 0.98 g/t Ag, and a further Inferred Resource of 141 M tonnes grading 0.234 % Cu, 0.009% Mo, 0.23 g/t Au and 0.94 g/t Ag.

This historic estimate produced by SRK is not wholly contained within the boundaries of the current Louise Lake Property. This historical resource estimate has not been independently verified by 79 Resources or this author, and although the author believes the source of the historical information to be generally reliable, such information is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data and other inherent limitations and uncertainties. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves, and 79 Resources is not treating the historical estimate as current mineral resources or mineral reserves.

In late July of 2006, a 164-kg composite sample of re-split core was sent for metallurgical analysis to G & T Metallurgical Services of Kamloops, British Columbia, Canada. The concentrate contained 28.9% Cu at an 85% recovery rate. The concentrate also included 18.7 g/t gold, at a 55% recovery rate, and 364 g/t silver, at a 44% recovery rate. Molybdenum grades in concentrate stood at 0.650%, at an 80% recovery rate, potentially recoverable as a separate saleable product using a "reverse flotation" procedure. The concentrate also contained 11.4% arsenic (As), a "deleterious element", initiating research by North American Gem into alternative, environmentally acceptable extraction processes through a number of consultants. The best alternative treatment process was determined to be the "CESL" hydrometallurgical extraction process, developed by Teck-Cominco.

In 2007, North American Gem conducted a drilling program comprising 6,330.4 m (20,770 ft) in 21 holes, focusing on deposit expansion as well as resource upgrading of the Main Zone. The program targeted the northern down-dip extension of the Main Zone, and the central deposit area.

This program identified the eastern and western boundaries of mineralization, and firmed up the northern and southern boundaries, effectively outlining the deposit size and tenor. The program resulted in three other major findings: an area of higher gold grade at depth in north-eastern areas; a slight "flattening" of the Main Zone overlying a basal flat-lying fault called the "Terminator" in north-central areas, and the first intersection of Main Zone-style mineralization underlying the Terminator in the northwestern area. The latter suggests the underlying portion occurs to the west-northwest, and the known Main Zone is hosted by a rafted block offset to the east.

In early 2008, North American Gem conducted a 16-hole, 5,042.8 m (16,486 ft) diamond drilling program focusing on areas of higher-grade gold mineralization in the northeastern deposit area, and potential deep-seated mineralization to the west. The 2008 program confirmed the former but also indicated that its extent is limited. This program also successfully identified the underlying "fixed" portion of the deposit to the west-northwest and determined that post-depositional flat-lying faulting converted the deposit into a series of blocks, each overlying unit successively displaced farther to the east-southeast. The depth and relatively low grades of the deep-seated portions limits their economic viability.

Two episodes of claim acquisition resulted in expansion of the claim block to 29,413.5 acres (11,908.3 ha) by spring of 2008. A surface exploration program comprising geological mapping and geochemical sampling was conducted across the entire expanded property area from May through September 2008. Results suggested some potential for a second porphyry-style system, centered roughly in the Bud Lake area. Several weak Au ± Mo soil geochemical anomalies, weakly elevated Au values from rock geochemical sampling and two areas of argillic alteration supported this hypothesis. A detailed surface field program based at Bud Lake was recommended, but no further surface work was done by North American Gem.

In 2011, North American Gem was approached by Hunter-Dickinson Inc. (HDI), which conducted desktop-style due diligence on the Property. Little is known of the activities and results of this program. North American Gem allowed the Property to lapse in 2016.

The area covering the Main Zone deposit was staked by Messrs. Steven Scott and Brian Scott in 2017. They allowed the Property to lapse in 2018, then re-staked the core area of the Property from October 2018 to January 2019. A single two-unit claim, #1064060, covering the northeast part of the Main Zone, was acquired by an independent interest in October, 2018. One further, much larger claim covering the Bud Lake area to the southeast was added in August 2019.

Metallurgical Testing Results

During the autumn of 2006, G & T Metallurgical Services Ltd. of Kamloops, British Columbia, conducted metallogenic testing on a 164 kg bulk sample of "quartered" NQ drill core from Holes LL-06-01, LL-06-02 and LL-06-10 taken from the-2006 drilling of the Main Zone. The intervals sampled were selected to represent a variety of grades and lithologies, roughly in proportion to their occurrences throughout the Main Zone deposit (Table 2). The main objectives were to determine mineralogy and locking characteristics of the sample, and to perform a series of preliminary flotation tests to assess metallurgical performance (Lafreniere and Shouldice, 2006). An estimate of ore grindability and hardness was also determined using a comparative procedure and the ore was found to be fairly friable with a Bond Index of 13.

Table 2. Year-2006 Diamond Drilling Intervals selected for Metallurgical Testing (Schulze, 2006)

Hole	From	To	From (m)	To (m)	Meterage	Lithology
DDH LL-06-01	B800706	B800710	18.35	23.90	5.55	Feldspar Porphyritic Monzonite
	B800714	B800720	23.90	33.95	10.05	Feldspar Porphyritic Monzonite
	B800756	B800770	91.10	119.40	28.30	Feldspar Porphyritic Monzonite
	B800771	B800778	119.40	15.40	16.00	Dacite - Andesite
	B800781	B800784	135.4	143.1	7.70	Dacite - Andesite
DDH LL-06-02	B800857	B800859	46.0	51.3	5.30	Heterolithic Conglomerate
	B800861	B800872	51.3	73.9	22.60	Heterolithic Conglomerate
DDH LL-06-10	B801499	B801503	90.0	97.5	7.50	Dacite - Andesite Tuff

B801504	B801506	97.5	103.5	6.00	Feldspar Porphyritic Monzonite
B801606	B801607	258.3	260.8	2.50	Feldspar Porphyritic Monzonite
B801609	B801622	260.8	284.1	23.3	Feldspar Porphyritic Monzonite

"Head grade" analysis by G & T documented a 0.28% Cu, 0.3 g/t Au and 0.007% Mo grade, showing a fair correlation with the weighted average of analytical results by ALS Chemex of 0.321% Cu, 0.279 g/t Au and 0.006% Mo, particularly when rounding effects were incorporated. Copper mineralogy comprises an almost even distribution of chalcopyrite and enargite, the latter a copper-arsenic sulphide with about 20% by weight arsenic, which will affect the quality of the final concentrate (Lafreniere and Shouldice, 2006).

Upon grinding of the composite to a sizing of 162 micron K_{80}, nearly 40% of copper sulphides were freed from other mineral species. Most of the remaining Cu sulphides occur as sulphide-rich binary interlocks with non-sulphide "gangue" minerals. These results suggest that an acceptable "rougher circuit" performance is achievable at a 160 micron K_{80} primary grind size. The concentrate from this will require re-grinding to ensure the follow-up "cleaner circuit" performance (Lafreniere and Shouldice, 2006).

Following the rougher circuit testing, three "open circuit batch cleaner" tests were performed, prior to a locked cycle test on the composite. These tests revealed that the concentrate would require re-grinding to the 25 to 30-micron K_{80} range to produce a relatively high-grade concentrate. A single locked-cycle test was performed at a 100-micron K_{80} size flotation feed which was then re-ground to 26-micron K_{80} prior to dilution cleaning. This testing revealed that a grade of 28.9% Cu in the final copper concentrate was obtainable at a recovery rate of 85%. Metal performance data listed in the report indicate that, in addition to these copper grades, the final concentrate would include 18.7 g/t Au, 364 g/t Ag and 0.650% Mo. Recoveries for Au, Ag and Mo were 57%, 44% and 80% respectively. The final concentrate has a "mass percent" of 0.8% of the original flotation feed.

Table 3 lists minor elements concentrations within the concentrate.

Table 3. Minor Element Concentrations, Louise Lake Metallurgical Sample*

Element	Symbol	Units	Value
Gold	Au	g/t	18.7
Silver	Ag	g/t	364
Molybdenum	Mo	%	0.65
Antimony	Sb	%	0.26
Arsenic	As	%	11.4
Bismuth	Bi	g/t	70
Cadmium	Cd	g/t	38
Mercury	Hg	g/t	2.2
Selenium	Se	g/t	57

*reproduction of Table 3, Report Km 1882, by G & T Metallurgical Services Ltd.

The report concluded that payable levels of gold and silver were recovered in concentrate, and that molybdenum may be worth recovering into a separate saleable product using an industry established "reverse flotation process". However, arsenic concentrations are very high, requiring marketability studies to determine salability of the concentrate. The other deleterious elements occur in minor concentrations.

Potential Techniques for Metal Recovery

Following receipt of the final report by G & T Metallurgical Services Ltd, several consultants were contacted regarding identification of environmentally safe extraction techniques and markets for this concentrate. Specifically, Butterfield Mineral Consultants Ltd. conducted the marketability survey, and Mr. David Dreisinger, PhD, a professor at the University of British Columbia provided information on extraction techniques.

One of the most promising extraction techniques is the "CESL" copper-gold hydrometallurgical extraction process, developed by Cominco Engineering Services Ltd. Advantages of this process include on-site processing, eliminating transportation charges, and modification of arsenic to environmentally stable ferric arsenate (CESL website, 2006). Acceptable feed ore minerals include chalcopyrite and enargite, the two copper minerals comprising almost all copper mineralization at Louise Lake.

Another potential technique is the "BIOCOP" bioleaching process developed by BHP Billiton to treat ore containing chalcopyrite and enargite. The process has been shown to be effective, with high copper recoveries. A third potential treatment is "Total Pressure Oxidation", involving chemical oxidation of the concentrate. The residue fixes arsenic as an iron-arsenic precipitate. A fourth technique involves selective leaching of arsenic and antimony using high pH (strongly alkaline) solutions. The cost of reagents for this particular process is very high; therefore, viability will depend on metal value within the deposit.

Various other copper leaching processes also exist, designed for concentrates containing chalcopyrite that may also be amenable to extraction of copper from enargite. Viability of these will depend on rates of precious metal recoveries and quality of residues.

The "PASAR" smelter in the Philippines, designed to handle high-arsenic concentrates, is an option. The roaster is specifically designed to fume off arsenic in the form of arsenic trioxide or arsenic pentoxide. The facility was originally constructed to treat high-arsenic bearing ore from the Lepanto Mine in the Philippines.

The findings of these investigations indicate that extraction techniques for high-arsenic-bearing ores exist, together with acceptable disposability of arsenic. Economic viability will depend on costs of extraction and treatment, as well as typical mining, processing and shipping expenditures. No further investigation into alternative extraction techniques was done after 2007.

2006 Resource Estimate

In March, 2006 a due-diligence visit was conducted by SRK as part of an independently calculated resource estimate. Mr. Chris Lee, MSc, PGeo, Principal Geologist with SRK, was provided with data from 2004 through 2006 drilling, including all historical data. On June 14, 2006, Mr. Lee and Mr. Marek Nowak, MASc, PEng, Principal Geostatician for SRK, provided North American Gem Inc. with the following resource estimate (Table 4) (the following section is taken from the 2006 SRK report by Lee and Marek).

Table 4: 2006 SRK Classified Mineral Resource for the Louise Lake Deposit(1)

Mineral Resources(2)	Tonnes	CuEq(3) (%)	Cu (%)	Mo (%)	Au (g/t)	Ag (g/t)
Indicated	6,000,000	0.369	0.214	0.006	0.20	0.98
Inferred	141,000,000	0.426	0.234	0.009	0.23	0.94

Notes:

(1) Taken from Table 14 of the 2006 Technical Report by SRK Consulting (Canada) Inc.
(2) All resources quoted at 0.25% CuEq cut-off.
(3) CuEq calculated using the following metal prices: Cu US$1.20/lb Mo US$*/lb, Au US$450/oz, Ag US$7/oz.

No reserves are included in this historical resource estimate. The historical resource estimate incorporated data from 2,043 samples in 37 drill holes. All samples were composited to 3.0 m intervals, resulting in 1,639 composite assays. Only these composite assays were used in the historical resource estimate. The resource estimate produced by SRK is not wholly contained within the boundaries of the current Louise Lake Property. Although the author believes the source of the historical information to be generally reliable, such information is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data and other inherent limitations and uncertainties. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves, and 79 Resources is not treating the historical estimate as current mineral resources or mineral reserves.

Geological Setting and Mineralization

Regional Geology

The Louise Lake Property is located within the Stikinia Terrane of the Intermontane Tectonic Belt. The Stikinia Terrane consists largely of mid-late Jurassic Hazelton Group sedimentary and lesser volcanic units and Bowser Assemblage clastic sediments, and early to mid-Cretaceous Skeena Group volcanic and sedimentary units. Jurassic and older formations have been intruded by the granitic Topley Intrusions, occurring along the axis of the Skeena Arch, a major northeast-southwest trending transverse uplift structure (Carter, 1995). This arch, located about 15 km south of Louise Lake, represents the southern limit of the Bowser Basin and the approximate northern limit of aerially extensive early to mid-Tertiary continental volcanic units (Carter, 1995). The Louise Lake Property is located near the western limit of the Skeena Arch, which has also undergone block (normal) faulting and some thrust faulting (Hanson and Klassen, 1995).

All layered stratigraphy, including that of the Stikinia Terrane, has been intruded by late Cretaceous to early Tertiary granitic dykes and stocks. In the Louise Lake area these have been identified as Eocene (47 – 54 Ma) Nanika Intrusions, consisting of grey to pink feldspar to quartz-feldspar porphyritic granite, quartz monzonite and granodiorite, with minor rhyolite and quartz porphyritic plugs and stocks (B.C. Ministry of Energy, Mines and Resources, 1994).

Property Geology

The core area of the Louise Lake Property occurs along the east-northeast trending regional-scale Coal Creek lineament, comprising at least two parallel fault zones about 300 m apart (Figure 5). This fault zone forms the contact between lower Cretaceous Skeena Group clastic sediments and intercalated volcanics to the northwest, and lower to middle Jurassic Hazelton Group volcanics and sediments to the southeast. Skeena Group stratigraphy consists largely of polymictic conglomerate and sandstone, with lesser argillite and siltstone, intercalated with units of volcanic ash tuff, lapilli tuff and agglomerate. In 2004, interpretation by Schulze suggests these belong to the Kitsuns Creek Formation. Hazelton Group stratigraphy consists largely of andesitic to basaltic flows, feldspar porphyritic flows including tuff to agglomerate units, lesser rhyolitic flows, and abundant conglomerate which is more coarsely grained than Kitsuns Creek conglomerate.

The proximal area north of the Coal Creek lineament is underlain by roughly east-west striking andesite flows and tuff to fragmental units. These are intercalated with sedimentary horizons comprised largely of conglomerate to sandstone, with lesser greywacke and siltstone, locally laminated. Volcanic units occur primarily in the mineralized Main Zone area, where they have been intruded by several east-west trending, moderately north-dipping slabs of feldspar porphyritic monzonite. Feldspar porphyritic andesite flow units also occur southwest of the Main Zone but north of the Coal Creek lineament. Sedimentary horizons underlie areas to the north and east of the Main Zone.

In 2005, mapping and drill log analysis revealed a larger quartz monzonitic stock west of the Main Zone, with an appendage extending eastwards south of the Main Zone. A small unit of moderately limonitic and argillically altered quartz-feldspar porphyritic monzonite occurs towards the Coal Creek lineament. Although shown as a separate unit, it may instead be a quartz-porphyritic phase of the feldspar-porphyritic stock, with alteration occurring along a parallel splay of the Coal Creek fault. Another feldspar porphyritic monzonite stock occurs northeast of the Main Zone. This stock has undergone moderate argillic and silica alteration, and hosts up to 12% disseminated pyrite. The dimensions of the western and northern stocks remain undetermined.

Mapping in 2019 focused on the area southeast of Louise Lake, including the Bud Lake area. South of the Coal Creek lineament, Hazelton Group stratigraphy comprises a dominant NNW – SSE trending assemblage of variably feldspar porphyritic basalt to andesite flows. The assemblage includes lesser tuff and agglomerate units, with clast size attaining 12 cm in width. The mafic volcanic assemblage is intercalated with abundant dacitic to rhyolitic flow units, typically variably feldspar ± quartz ± biotite porphyritic. These have been described as latites from 2008 mapping, resembling these in texture and composition. Surface exposures commonly show a weakly to moderately limonitic alteration. Two units of fairly monomictic conglomerate occur near the "terminus" of the driveable road. Clast size varies from pebbles to coarse cobbles, attaining diameters to 15 cm. A small unit of gabbro was identified in the southern part of the 2019 mapping area.

<u>Brief Lithological Descriptions</u>

The following is a brief lithological description of each unit.

Quartz-feldspar porphyritic monzonite ("EN"): The early Tertiary Nanika Intrusive suite includes a small unit of quartz feldspar porphyritic monzonite. This is moderately limonitic with moderate argillic and silica alteration, occurring near the Coal Creek lineament. This has been designated as a distinct unit, due to higher quartz porphyry content than the larger Nanika Suite feldspar porphyritic stocks, although alteration was likely caused by fluid movement along the Coal Creek lineament.

Feldspar porphyritic monzonite ("EN"): The majority of the Nanika Intrusions, along both sides of the Coal Creek lineament, comprise 30 – 60 percent feldspar crystals in an aphanitic groundmass. The local porphyritic texture is fairly typical of core intrusions of porphyry-style deposits. Main Zone intrusive rocks display strong silicification and phyllic alteration, with minor primary biotite altered to sericite, and moderate argillic alteration. Intrusive rocks outside of this zone exhibit lesser but still moderate phyllic and silica alteration, and weak argillic alteration of feldspar laths.

Kitsuns Creek sedimentary units ("lKk"): These consist largely of heterolithic conglomerate, with somewhat lesser sandstone and siltstone units, the latter commonly laminated. Clasts within conglomerates are typically cobble-sized and moderately sorted, attaining lengths to 6 cm. Some preferential alteration and mineralization of clasts occurs. Minor black argillite units, occurring alongside greywacke units with moderately abundant argillite fragments, occur close to surface in the western portion of the Main Zone. All units within or near the Main Zone, except for the black argillite, have undergone moderate silica and argillic alteration.

Kitsuns Creek andesites and andesitic tuffs-fragmentals ("lKk"): These occur southwest of the Main Zone, and comprise fairly massive feldspar porphyritic dark grey andesite flows and minor tuffs. Northern portions of the Main Zone are hosted by andesite tuffs, commonly feldspar porphyritic, and andesite fragmentals with millimeter-scale silicified angular shards within an aphanitic matrix showing strong chlorite and sericite alteration. The strong alteration renders accurate lithological analysis difficult; some earlier workers have described these as "dacite" units.

Telkwa Formation conglomerate and minor sandstone ("lJt"): Conglomerate horizons have a higher variability in clast size (up to 15 cm long) than those within the Kitsuns Creek formation. Clasts are also variably reactive, with strong silica and/or argillic alteration and pyritization of select clasts.

Telkwa Formation rhyolite ("lJt"): A small unit of fine-grained rhyolite, commonly brecciated and locally flow-banded, occurs east of a small feldspar porphyritic stock. The siliceous composition may be partly due to silicification from the stock.

Telkwa Formation andesite - basalt ("lJt"): Mafic volcanics are commonly feldspar porphyritic within a fine grained fairly massive groundmass, similar to those of the Kitsuns Creek formation. However, these contain small units of more coarsely grained, euhedral feldspar porphyritic units that have not been mapped north of the lineament. This indicates a distinct lithological unit.

Structural Geology

The east-northeast trending Coal Creek lineament, the dominant structural feature on the Property, is a district-scale transpressional structure of unknown displacement. The lineament is comprised of several smaller faults, known to occur north of Coal Creek. A strong parallel fault-related foliation occurs within all lithological units south of the lineament. This foliation also extends somewhat north of the fault. Elsewhere, particularly south of the Coal Creek lineament and to the northwest of the Main Zone, a north-south to NNW – SSE trending, steeply and variably dipping foliation occurs.

The Main Zone area comprises several tabular feldspar-porphyritic units extending at azimuths of roughly 80º - 260º, and dipping at 30º to 40º to the north. Although the strike of the local fabric is only slightly oblique to the Coal Creek lineament, the moderate northward dips suggest an earlier structural setting within the Kitsuns Creek stratigraphy. Drilling showed that faulting forms some of the contacts between intrusive and earlier units, indicating an unknown degree of displacement may have occurred. Plotting of 2005 drill sections indicates a pervasive foliation in the Main Zone which has a steeper dip than stratigraphy.

Drill-section plotting revealed a strongly developed mylonitic zone consistently encountered at a depth of 250 to 270 m. This indicates a flat-lying fault, most likely a thrust fault, forms the basal boundary of Main Zone mineralization. This fault, called "The Terminator", extends at least 1,000 m along strike and may represent a much larger structure. Plotting of drill core data indicates the Terminator slopes upwards slightly towards the eastern limits of the deposit, and may continue to shallow further to the east.

In the western part of the Main Zone area, near-surface greywacke and black argillite horizons are sub-horizontal to very gently north-dipping, suggesting that pre-intrusive stratigraphy throughout the Main Zone area may be similarly flay-lying. Structural measurements of core suggest many of the abundant minor faults may be parallel to the "Terminator", thus indicating a flat-lying lineation. Drill sections also indicate the presence of at least one moderately north-dipping fault with a significant offset of unknown displacement, forming the footwall (south boundary) of the Main Zone. A portion of the smaller faults intersected may also parallel this.

Analysis of the expanded Property area indicates that the Coal Creek Fault is the largest member of a district-scale east-northeast trending lineation, manifested by numerous drainage and topographic features. A second north-northwest trending lineament is also indicated by numerous drainage features, as well as a topographic depression with kilometric-scale widths extending northward from the Coal Creek fault west of the Main Zone to the Kitsuns Creek valley (Figure 5). Several less prominent east-west trending structural features are also visible, with the most prominent extending from the southeastern shore of Louise Lake through Hankin Lake. Mapping in 2008 identified several lithological contacts along individual east-northeast trending lineaments, indicating fault-induced displacement along these.

Mapping in 2019 revealed an area of outcrop-scale shearing, fracture-filling quartz stringer to stockwork veining and minor bleaching, argillic alteration and limonitization east of Bud Lake. This indicates the presence of a brittle deformation zone, potentially parallel to a Property-scale lineament marking the west boundary of Bud Lake and the outflow stream. A broad unit of porphyritic rhyolite to dacite identified in 2019 has been interpreted as truncated by the Bud Lake lineament, although the degree of offsetting has not been determined. Results from 2019 mapping also suggest a NNW trend to stratigraphy, rather than an ENE trend as previously interpreted.

Mineralization

Main Zone-area Mineralization

Two separate mineralized prospects occur within the core area of the Louise Lake Property, the Main and Lake Zones. The Main Zone consists of two major horizons extending at 80° – 260° : the shallower lower grade "North Horizon" and the underlying much broader, higher-grade "South Horizon" at depth. The "Lake Zone", occurring about 1.2 km to the east along the north shore of Louise Lake, hosts vein and fracture-hosted zinc-silver mineralization. This represents vein-style base metal mineralization outbound of the pyrite halo (see the Deposit Types section below).

The Main Zone is a tabular deposit dipping from 30° to 40° to the north, and has been traced along strike for about 1,000 m.

Block modeling in 2006 by SRK Consulting indicates the deposit has a footprint in plan view of almost 500 metres, and extends to a depth of almost 300 metres. Block modeling revealed central portions have lower copper-equivalent grades than western and eastern portions, although a lower density of drilling may negatively influence grades during block modeling. The deposit occurs within a series of several tabular units of feldspar porphyritic monzonite separated by conglomerate and lesser sedimentary units in central areas, and andesite fragmental units in northern and western areas. Mineralization occurs within both the intrusion and host volcanic and sedimentary units; grades do not appear to be dependent on a specific lithology.

The Main Zone m comprises several tabular north-dipping zones hosting fine-grained disseminated and vein-controlled sulphides. The sulphide grains consist of an almost even mixture of chalcopyrite and enargrite (a copper-arsenic sulphide). These occur within a broad area of strong pyritization, with up to 10% disseminated, fracture and vein-controlled pyrite. The chalcopyrite - enargite mixture was originally believed to be tennantite, which is similar in appearance and chemical composition.

Most of the Main Zone is marked by moderate to strong silicification and sericitic alteration, and moderate argillic alteration. Several pulses of vein stockwork emplacement have occurred, with quartz-pyrite veins crosscut by later nearly massive pyrite veins. Mineralogy consists of an assemblage atypical to most British Columbia porphyry deposits, although enargite is a common constituent of porphyry-copper systems elsewhere, including the Chuquicamata deposit in Chile. Chalcopyrite-enargite occurs as fine-grained disseminated, fracture and lesser vein-controlled grains locally comprising up to 4% of the rock mass. Copper-gold ratios show a strong correlation, with an approximate deposit-wide average ratio of 1% Cu: 1 g/t Au. Copper-silver ratios show a somewhat weaker correlation. Molybdenum values show a larger variation; molybdenum-bearing quartz stringers occur on surface in the eastern Main Zone area and in basal portions of western areas. Silver values reported from drill core analysis are generally less than 2.0 g/t; rare high values to 81.5 g/t/ 2.0m indicate vein or fault intercepts.

Interpretation of the 2004 through 2006 results, combined with past drilling results, indicate the Main Zone is bounded by a basal flat-lying fault at depths of 250 m to 270 m, called the "Terminator" (see the Structural Geology subsection above) with a minimal displacement of several hundred metres. North-dipping mineralized zones are truncated by this flat-lying fault, forming a wedge-shaped northern terminus for the deposit against the Terminator. High grade mineralization is abruptly cut off by the Terminator; weakly anomalous to background values only were returned from underlying stratigraphy. Lower grade mineralization, comprising the North Horizon, overlies eastern and central portions of the Main Zone, and is also truncated by the Terminator.

Several cross sections indicate the south footwall boundary of mineralization dips at 40º – 45º to the north, slightly steeper than stratigraphic dip. The highest-grade portions, consistently exceeding 0.2% copper, occur towards the base of the South Horizon, surrounded by "halos" of progressively lower grade mineralization both overlying, and along, the footwall side of the horizon.

Feldspar-porphyritic monzonite units are most abundant in central and eastern portions of the Main Zone, where they comprise much of the host rock. These intrusive units are narrower and less abundant in western sections, where the zone has been intersected only at depth. In western areas, the primary host is andesite tuff to fragmental rocks with minor host conglomerate and sandstone. The highest copper and gold grades occur in these areas, returning values to 0.592% Cu with 0.586 g/t Au across 35.7 metres, and locally exceeding 0.800% Cu and 0.800 g/t Au. Another nearby hole returned 0.362% Cu, 0.017% Mo and 0.257 g/t Au across 66.1 metres. The highest molybdenum grades also occur here, up to 349 ppm (0.035%) Mo across the same aforementioned 35.7 m interval. Nearly massive molybdenite and minor massive enargite +/- chalcopyrite veins to 0.5 cm in width were also identified. This area also exhibits the strongest chlorite and sericite alteration, and strong silicification of andesite fragmental shards. Late pyrite veins are absent here, resulting in a more "massive" fabric.

The 2007 program identified higher-grade gold mineralization at depth in northeastern areas, overlying the Terminator fault. This is most notable in a 40.2-metre interval grading 0.408% Cu with 0.625 g/t Au. The Au: Cu ratio is considerably higher than the 1:1 ratio occurring throughout most of the deposit. The 2007 program also returned the first intercept of low-grade sub-Terminator mineralization, located northwest of the Main Zone. Although values are low, the metal ratios and rock fabric are similar to outlying areas of the Main Zone.

A single hole targeting the projected underlying portion of the Main Zone to the east-northeast, somewhat west of the Lake Zone, did not intersect Main Zone-style mineralization, although minor massive lead-zinc veining (galena and sphalerite) was intersected at depth.

The 2008 drilling program focused on two target areas. The first was the area of higher gold: copper ratios obtained along the down-dip extension of the Main Zone in northeastern areas. The best results were returned from core directly overlying the "Terminator". The second was the down-dip extension of the Main Zone in western areas, from which drilling returned comparable values to those of earlier programs. Several holes collared progressively to the west-northwest confirmed the presence of a flat lying slab of sub-Terminator-hosted Main Zone-style mineralization. In all intercepts, the sub- "Terminator" mineralization was truncated by another flat-lying mylonitic fault of the same fabric as the "Terminator", called the "Sub-Terminator fault". Grades improve to the west, although intercept widths decrease. Hole LL-08-33 returned low-grade mineralization below the "Sub-Terminator" having similar grade ratios to Main Zone mineralization, suggesting the marginal areas of another mineralized slab, likely extending further west-northwest.

Mineralization Outside of the Main Zone Area

The 2008 program failed to identify significant mineralized showings on surface or obvious large-scale Cu ± Mo ± Au ± Ag geochemical anomalies potentially marking a sizable surface or near-surface occurrence. However, grid-controlled soil geochemical sampling west of Bud Lake, combined with reconnaissance style mapping and sampling to the east and southwest, indicates a broad area of weakly anomalous Mo values with local areas of Au enrichment. This is hosted by a broad package of Lower Jurassic Telkwa Formation basalt to andesite flows, tuffs and agglomerates. intercalated with porphyritic rhyolite to dacite units.

Grid soil sampling in 2008 identified several small weak Au +/- Mo anomalies. The largest anomaly extends roughly 150 metres in a northwest-southeast orientation, in which Au values range from 0.014 g/t to 0.039 g/t. The anomaly includes a sample returning background Au values but with 80 ppm Mo. A stream silt sample immediately downstream returned a value of 36 ppm Mo with background Au and Ag values. Several other small, weak anomalies were identified from soil sampling; however elevated Au values show a poor correlation with elevated Mo values. Several 2008 rock samples to the north returned weakly anomalous Mo values ranging from background to 72 ppm. Two rock samples taken along a stream bank south of Bud Lake and directly east of the grid returned weakly anomalous Au values of 0.018 g/t and 0.035 g/t (Schulze, 2009).

Silt sampling along a northeast-draining stream originating about 0.7 km east of Bud Lake returned anomalous Au values ranging from background to 0.040 g/t Au along its length. One rock sample returned an anomalous Mo value of 32 ppm. Volcanic units in this area have undergone strong argillic alteration, moderate stockwork silicification and weak hematization.

An occurrence of strong argillic alteration and fine pyrite enrichment occurs at the "Argillic Hill" occurrence about 2.0 km southwest of Bud Lake. Although background values were returned from rock sampling, limited soil sampling returned Au values ranging from background to 0.020 g/t Au (Schulze, 2009).

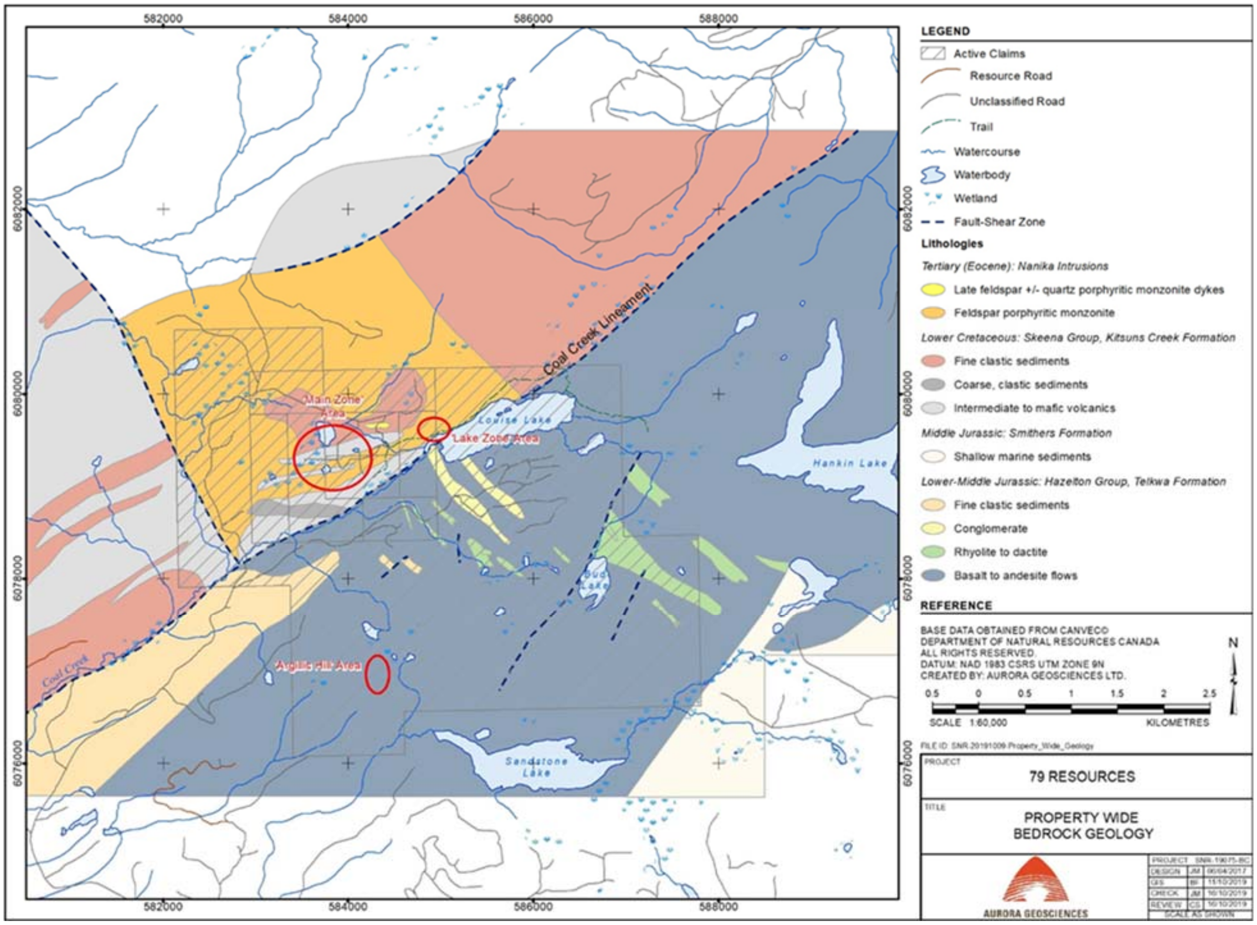

Figure 5. Property-wide Geology, 2019 work combined with 2008 mapping by North American Gem.

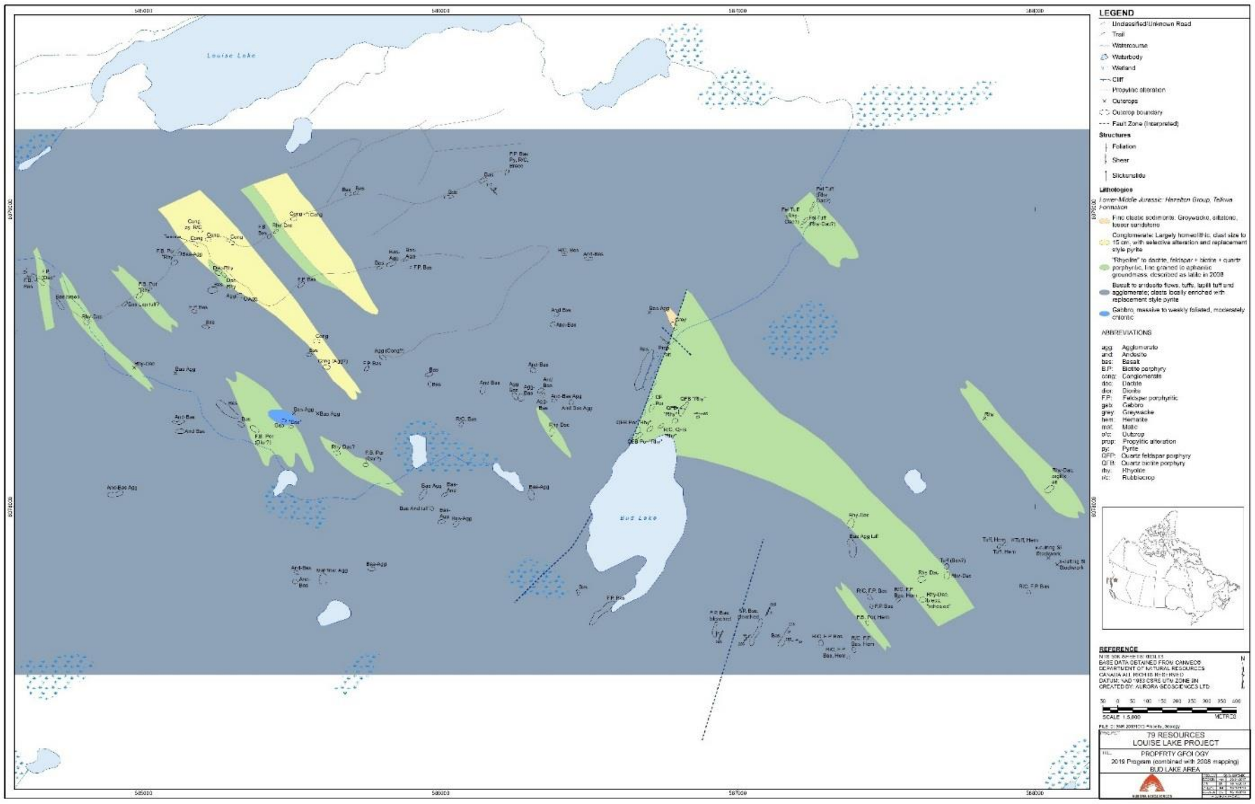

Figure 6. Detailed Geology map, 2019 Program, Southeastern Property area, Louise Lake Project.

Deposit Types

The Main Zone is classed as a "calc-alkaline suite" porphyry system, with the greatest similarity to deposits of the Eocene Babine Igneous Suite, including the past-producing Bell deposit. The primary exploration model is porphyry-style mineralization, although potential satellite occurrences of base metal veining, "Bonanza-style" gold veins and zones of gold +/- silver bearing epithermal mineralization are also viable targets.

The porphyry deposit setting comprises bulk-tonnage-style Cu-Mo-Au mineralization centred on, and emanating from, a feldspar porphyritic monzonitic to granitic intrusion. Core areas consist of intrusive-hosted disseminated copper sulphides, largely chalcopyrite and bornite, commonly with accessory molybdenum and gold. Mineralization is spatially associated with the core intrusion, but not necessarily confined to it. Stocks are typified by concentric zones of potassic, phyllic (sericitic) and propylitic alteration, commonly with argillic (clay) alteration and overlying zones of advanced argillic alteration. Surface weathering commonly results in a "leached cap" of oxidized sulphide minerals and depletion of precious and base metal ions by meteoric waters. The liberated ions are transported and deposited in an underlying zone of "supergene enrichment", marked by formation of secondary base metal oxide, hydroxide and other non-sulphide facies minerals, accompanied by precious metal enrichment.

Outbound from the stock, mineralization becomes progressively associated with quartz vein, stringer and stockwork infilling of fracture and breccia zones within zones of "structural preparation" formed during intrusion emplacement. These stockwork zones occur both within marginal areas of the intrusions and within adjacent country rock. Farther outbound, a progression of concentric "halos" of disseminated pyrite, followed in turn by halos of lead-zinc-silver veins, bonanza veins and finally epithermal mineralized zones typifies many porphyry systems. Potential also exists for distal skarn and replacement mineralization in areas where hydrothermal fluids encounter reactive country rock. Peripheral and outbound mineralization is emplaced from hydrothermal (hot water) fluids along permeable zones, particularly fault zones. These fluids may be "late" compared with the timing of emplacement of the core mineralization, and may also represent "reactivation" along structural zones.

"Epithermal" deposits refer to those originating from deposition of highly evolved hydrothermal fluids, usually at lower temperatures and pressures than "mesothermal" fluid-derived deposits closer to the intrusion. These commonly occur distal from the core intrusion, and are the most outbound mineralized zones. However, these may also be temporally, rather than spatially, distinct and can occur as superimposed zones on previously emplaced more central zones. Epithermal mineralization includes chalcedonic quartz vein, stringer and stockwork zones and hot springs-derived mineralization.

At Louise Lake, "epithermal" mineralization may be broadened to include hydrothermal mineralization in general. These may occur in several deposit settings:

1. **Vein deposits.** These include mineralized vein-type settings, occurring as narrow sheet-like zones within faults or other linear or thin tabular structures. Two mineralogical settings of outbound veins may occur in porphyry systems; silver bearing Pb-Zn-Cu veins, and "bonanza-style" precious metal-bearing quartz veins, commonly called "lode"-style mineralization. The chalcopyrite-sphalerite vein at the Lake Zone may represent the former setting.

2. **Stringer and stockwork deposits.** These are similar in genesis to vein deposits. However, stringer zones consist of abundant irregular or sheeted narrow veins, possibly fault-controlled, within altered host rock, and commonly occur across larger widths than vein deposits. Stockwork zones are similar to stringer zones, but consist of very narrow veinlets, commonly within brecciated or other fault-controlled zones, across large widths. Stringer and stockwork deposits include lower grade host rock, and thus contain lower metal grades over width. Stockwork zones are also typical of porphyry deposits marginal to the core intrusion.

3. **Tabular, commonly intrusion-hosted stratabound deposits.** These consist of fine stockwork-hosted and/or disseminated mineralization largely or completely confined to a specific lithological horizon, commonly comprising reactive felsic to intermediate intrusive horizons. The tabular shape is due to stratigraphic or structural controls.

Exploration

Work Program

The 2019 program consisted of two exploration phases completed by Aurora on behalf of "79". Phase 1, comprising geological mapping, rock and soil geochemical sampling and prospecting, was done in late August; and Phase 2, comprising ground magnetometer surveying, was completed in late November.

Phase 1 was undertaken by a two-person crew from August 22 to 30, 2019, inclusive. The following personnel comprised the 2019 Phase 1 crew:

Table 5. 2019 Personnel, geological/ geochemical phase, Louise Lake Property.

Carl Schulze, BSc, PGeo	Project Manager
Davin Hofmann	Geologist

The work program included a one-day helicopter-supported due-diligence style visit to the deposit area, and a further eight days focusing on areas southeast of the Louise Lake waterbody. A total of 6 rock samples were obtained from the deposit area. A total of 22 rock and 71 soil geochemical samples were taken from the recently acquired southeastern area. Rock samples were representative of the lithology and alteration found in the study area.

Phase 2 was completed by a four-person crew from November 19 – 27, including four days of mobilization and de-mobe. The following personnel comprised the 2019 Phase 2 crew:

Table 6. Personnel, geophysical phase, Louise Lake Property.

Shawn Scott	Crew Chief/Geotechnician
Nicholas McKay	Geotechnician
Matthew Ford	Geotechnician
Adam Bouchama	Geotechnician

The work program, heli-supported on a daily basis from Smithers, was designed to comprise 80 line-km of surface magnetometer surveying along east-west oriented lines, centered on the "Argillic Hill" area. Due to time constraints and challenging topography in the southeastern grid area, a total of 52.7 line-km, including 3.45 line-km of north-south tie lines, were completed.

Phase 1 Geological and Geochemical Program

Central Deposit area

Analytical results from the six samples taken from the central deposit area confirmed the presence of porphyry-style disseminated and vein-hosted mineralization obtained during the 2004 – 2008 programs. Values ranged from 135 to 1,613 ppm (0.0135 – 0.161%) Cu, 88 – 888 (0.0088 – 0.0888) ppm Mo, 101 to 512 ppb (0.101 – 0.512 g/t) Au, <0.3 to 1.1 g/t Ag, and 63 – 1,599 ppm As.

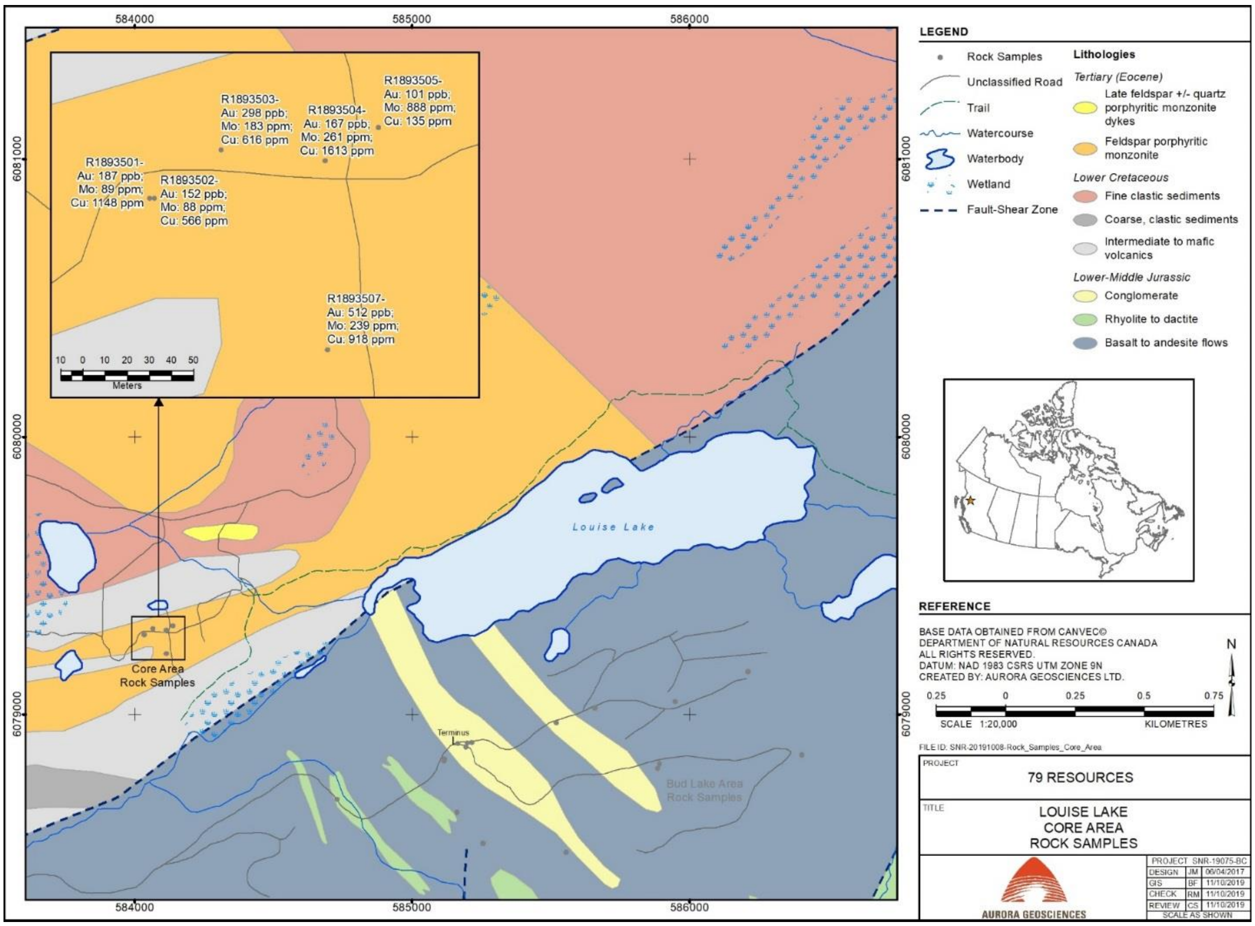

Figure 7. Rock sample locations and Cu, Mo and Au values, core deposit area.

Sample #1893504 (Figure 8), which returned 1,613 ppm Cu and 261 ppm Mo, is an example of finely disseminated and fracture-hosted mineralization.

Figure 8. Sample R1893504, Central Louise Lake Deposit area.

Sample R1893505 (Figure 9) is of quartz-pyrite-molybdenite veining, returning 135 ppm Cu and 888 ppm Mo.

Figure 9. Sample #1893505, Quartz-Molybdenum veining, central deposit area.

2019 Program, Southeastern Area

The program, focusing on areas southeast of the Louise Lake waterbody, comprised three soil geochemical traverses (Figures 15-17), rock sampling along former logging roads, and five days of geological mapping and reconnaissance traversing. One day focused on areas east of Bud Lake and was helicopter-supported while the remaining days were accessed on foot from the logging roads. The soil sampling was completed along two impassable logging roads extending from the Terminus, and along the driveable 4x4 road extending west of it. Rock sampling was done mainly along the roads directly northwest of Bud Lake, and at several other sites (Figure 10). Rock samples were representative of the lithology and alteration found in the area where they were taken. "Ground-truthing" of several anomalous Au and Mo values from the 2008 program was also undertaken.

Rock sampling returned background Au values to a maximum of 0.012 g/t from silicified pyritic basalt. No significant Ag values were returned from any non-deposit area samples. Three of four samples of conglomerate taken near the Terminus returned elevated Mo values from 30 to 34 ppm (Figure 12), associated with elevated As values from 168 – 332 ppm (Figure 16). Elsewhere, three rock samples returned Zn values exceeding 200 ppm to a maximum of 699 ppm (Figure 13); the remaining values ranged from 7 to 117 ppm. Sample R1893531 returned a value of 1,691 ppm As; elsewhere, excluding the conglomerate units, As values ranged from 3 to 313 ppm.

Soil sampling returned background Au values and background to low Mo and Cu values throughout the sampled area. Sampling returned Ag values ranging from <0.3 to 0.8 g/t. Five soil samples taken from the eastern end of the lower (northern) impassable logging road returned values from 124 to 753 ppm As (Figure 17), although no significant values of other metals. Rock sample #1893523, taken near soil sample #1893553 that returned 1,691 ppm As, returned a value of 313 ppm As. Soil sample #1893625 returned a value of 287 ppm Pb, 196 ppm Zn and 0.7 g/t Ag. All other samples returned low to background values for precious, base and pathfinder elements.

Figures 11 to 14 show rock sample values for Cu, Mo, Zn and As, and Figures 15 to 18 show soil sample values for Mo, Cu and As.

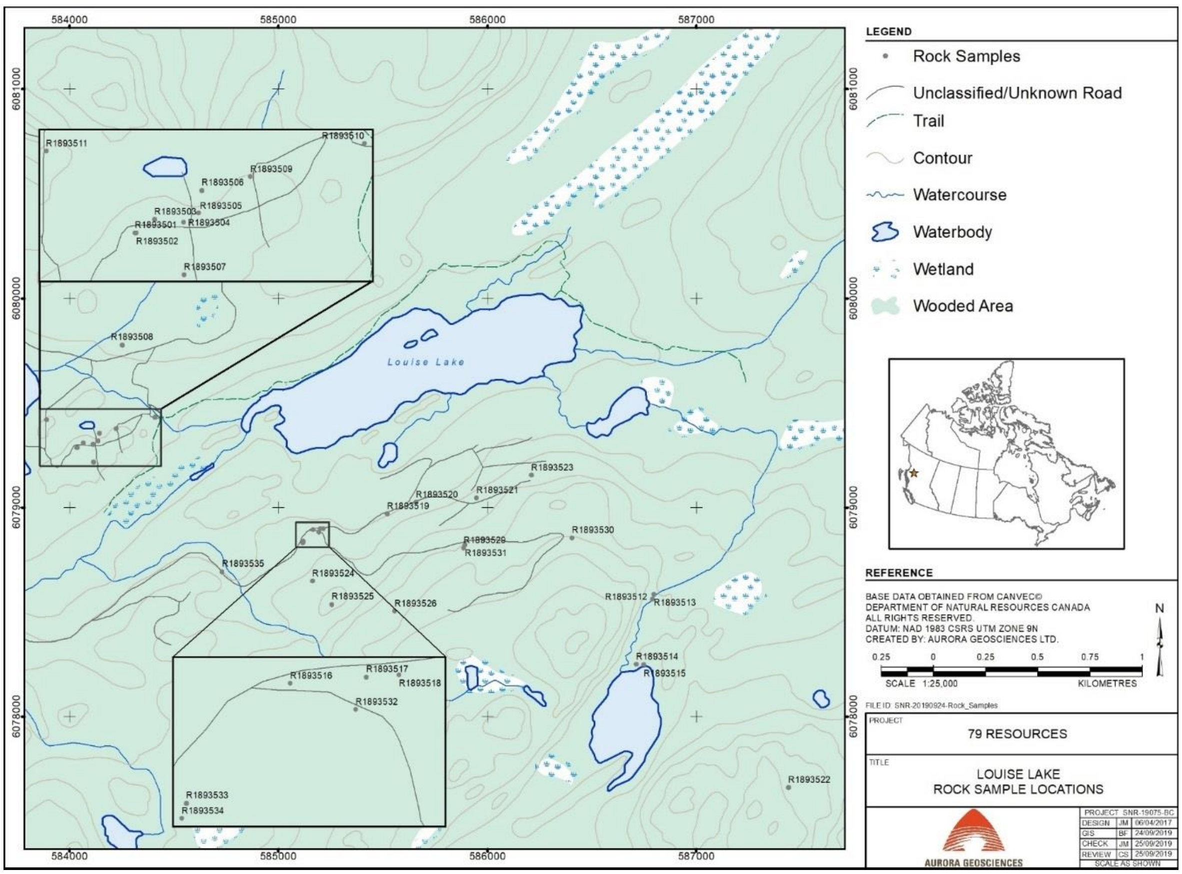

Figure 10. Rock sample locations, southeastern area.

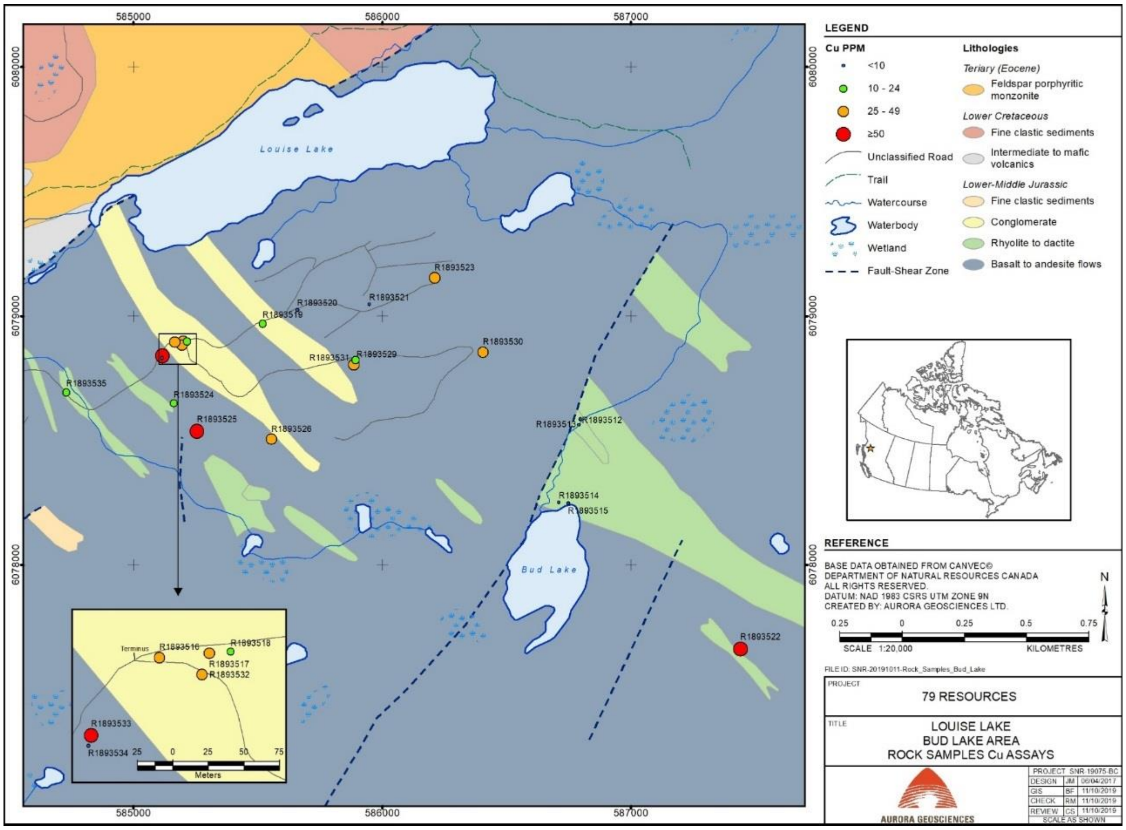

Figure 11. Cu values, rock sampling, southeastern area.

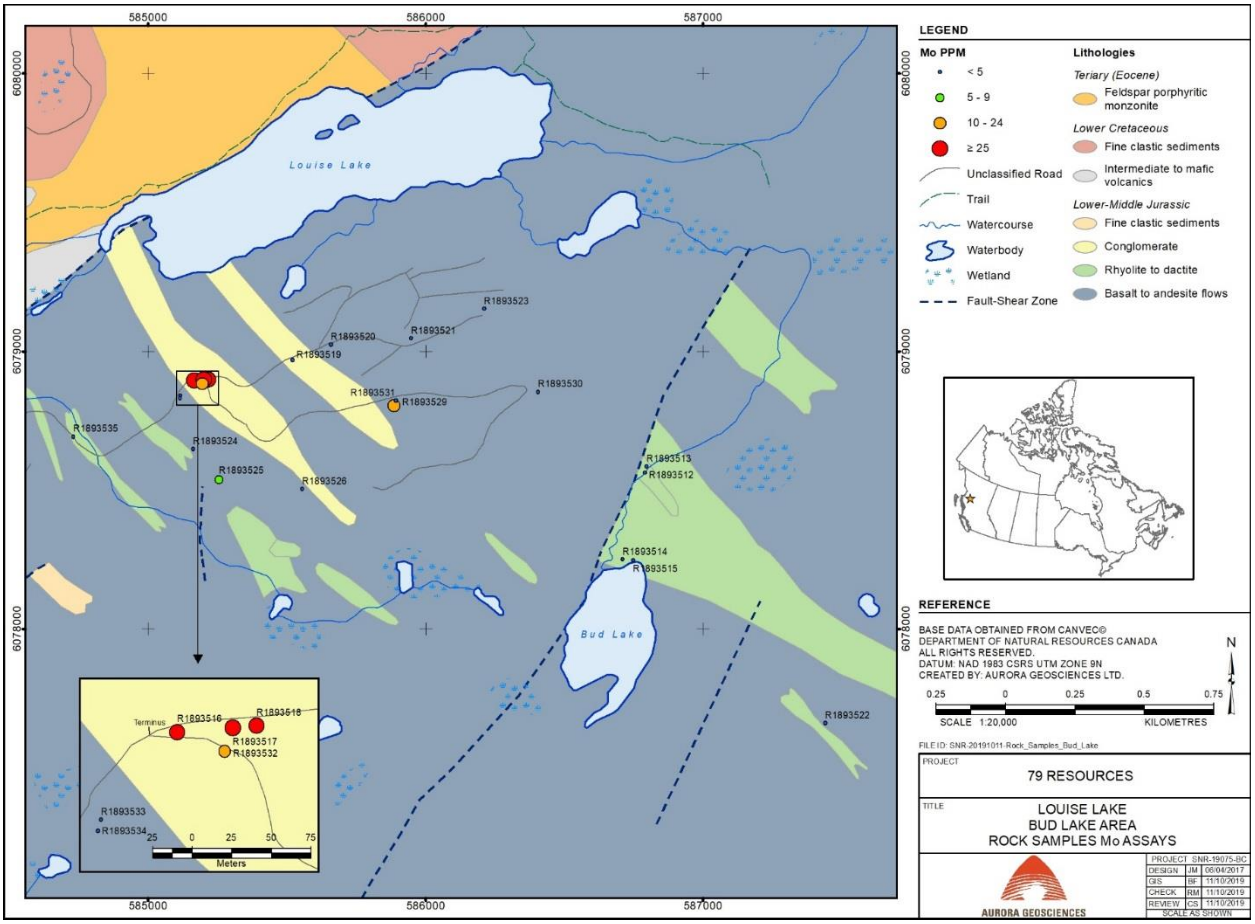

Figure 12. Mo values, rock sampling, southeastern area.

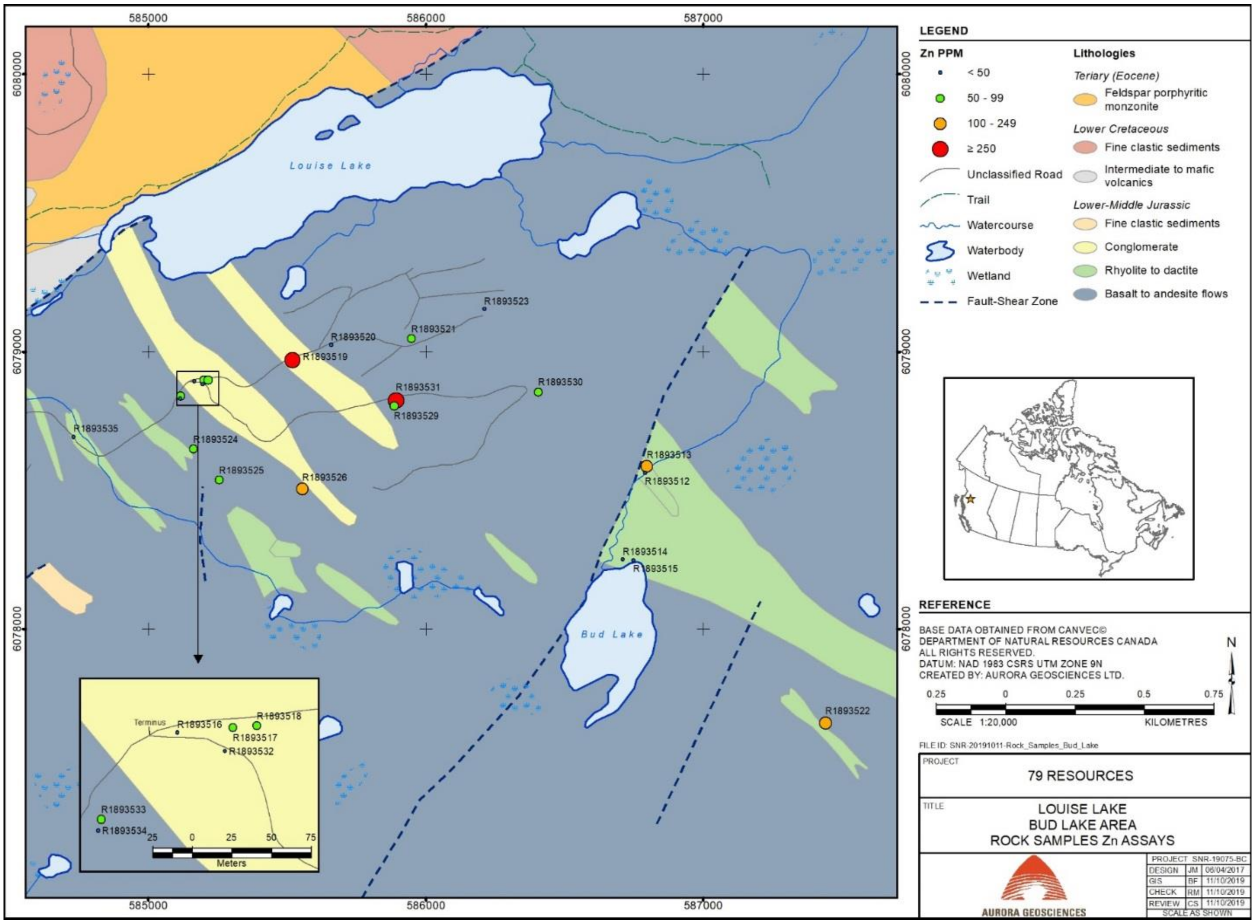

Figure 13. Zn values, rock sampling, southeastern area.

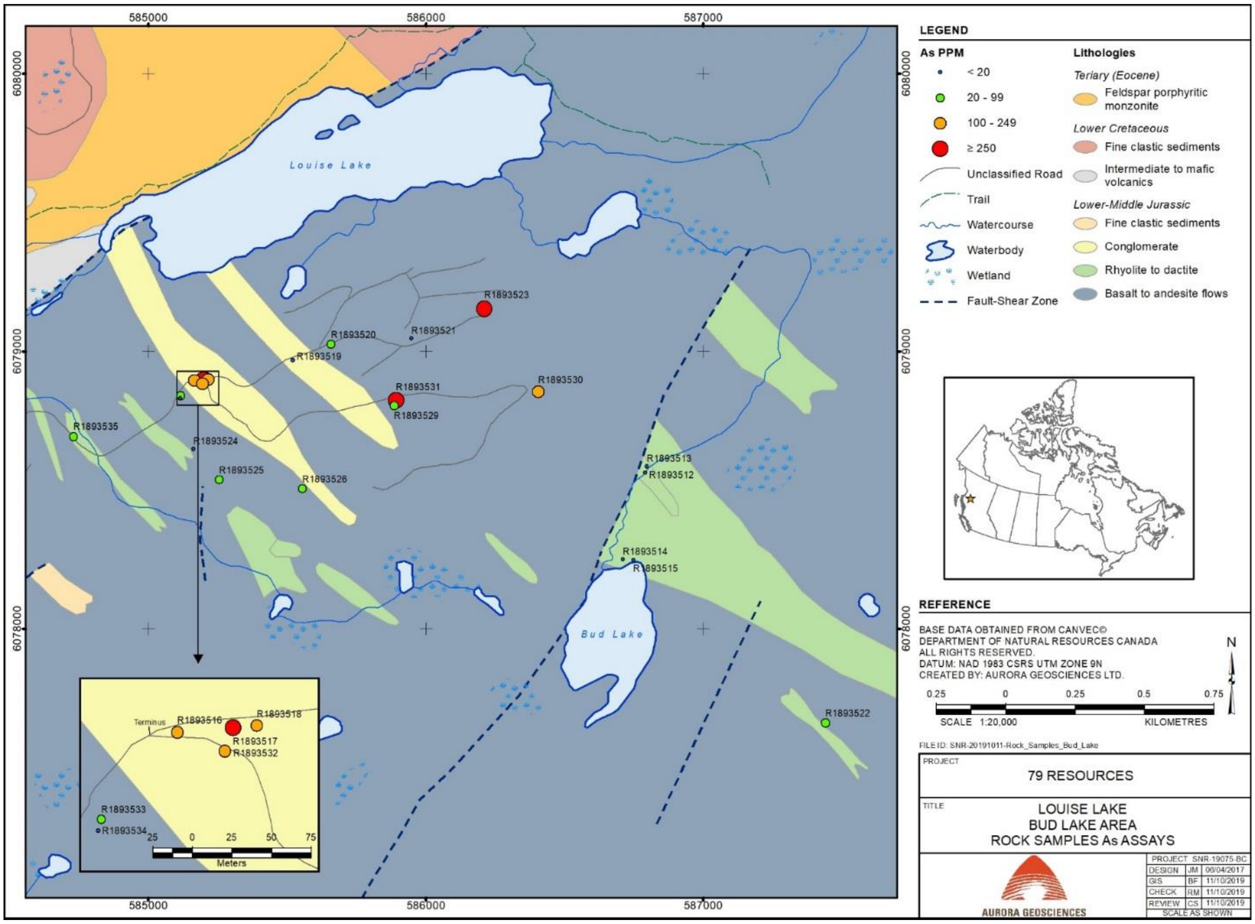

Figure 14. As values, rock sampling, southeastern area.

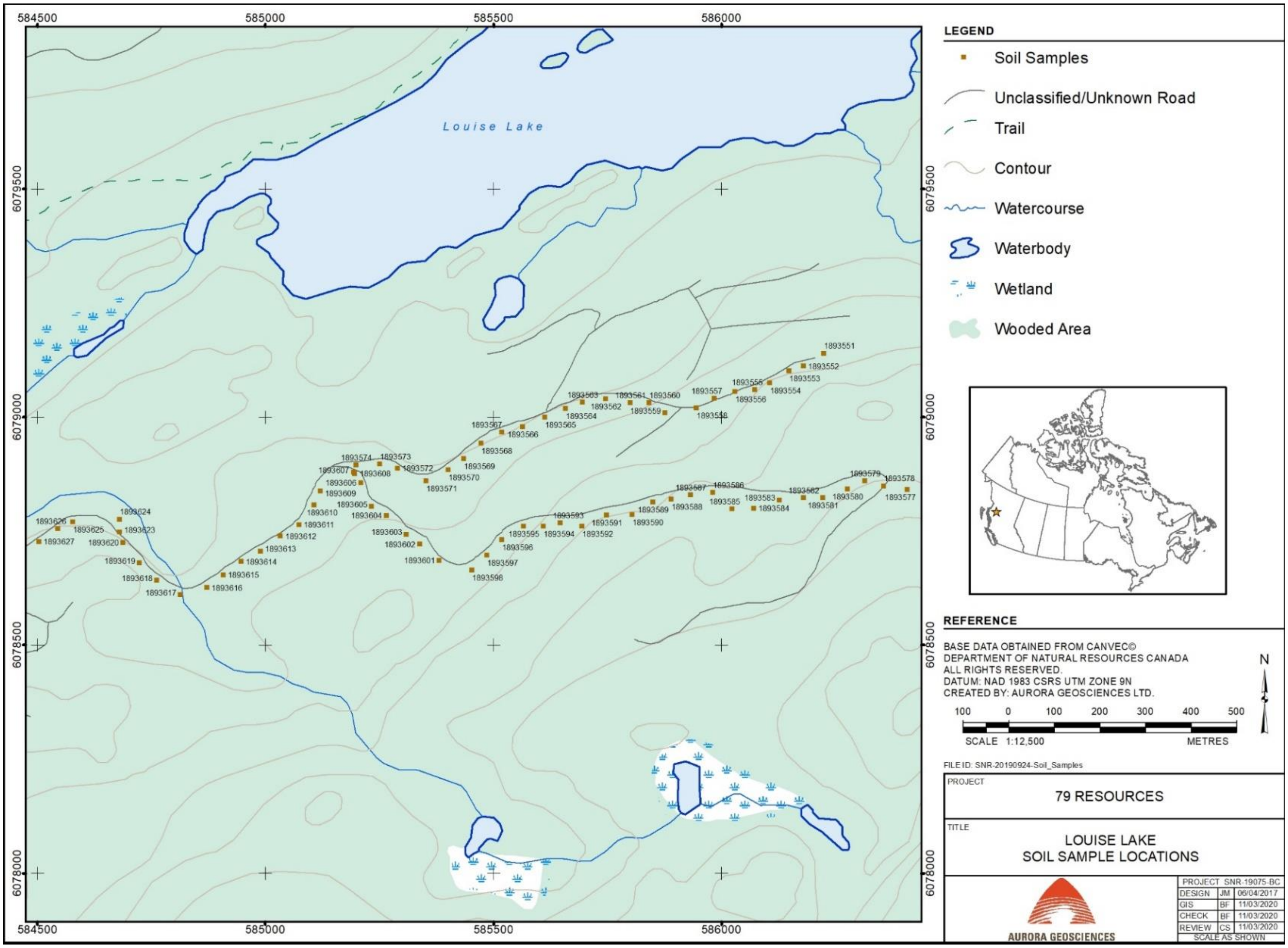

Figure 15: Soil sample locations, 2019 program, Louise Lake

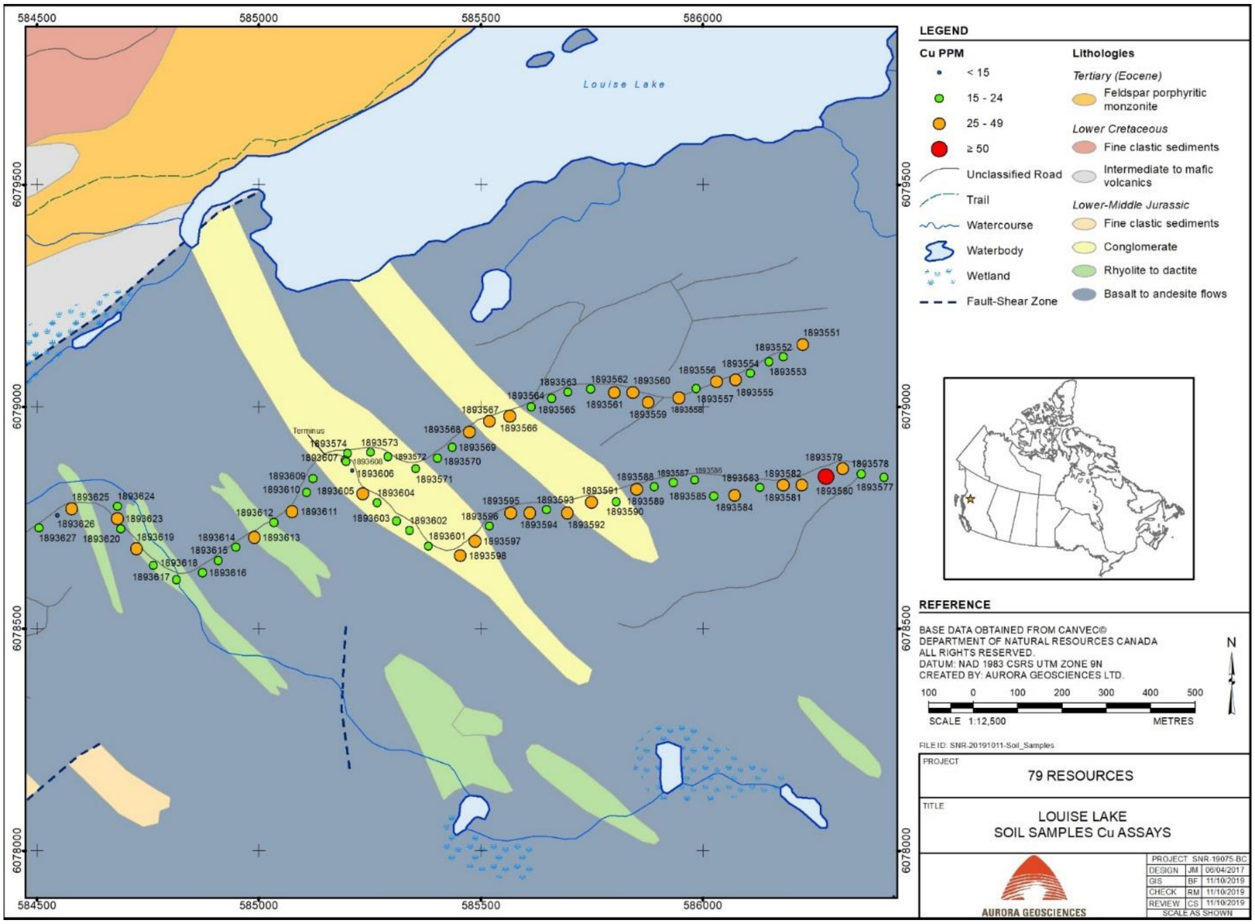

Figure 16. Cu values, soil sampling, southwestern.

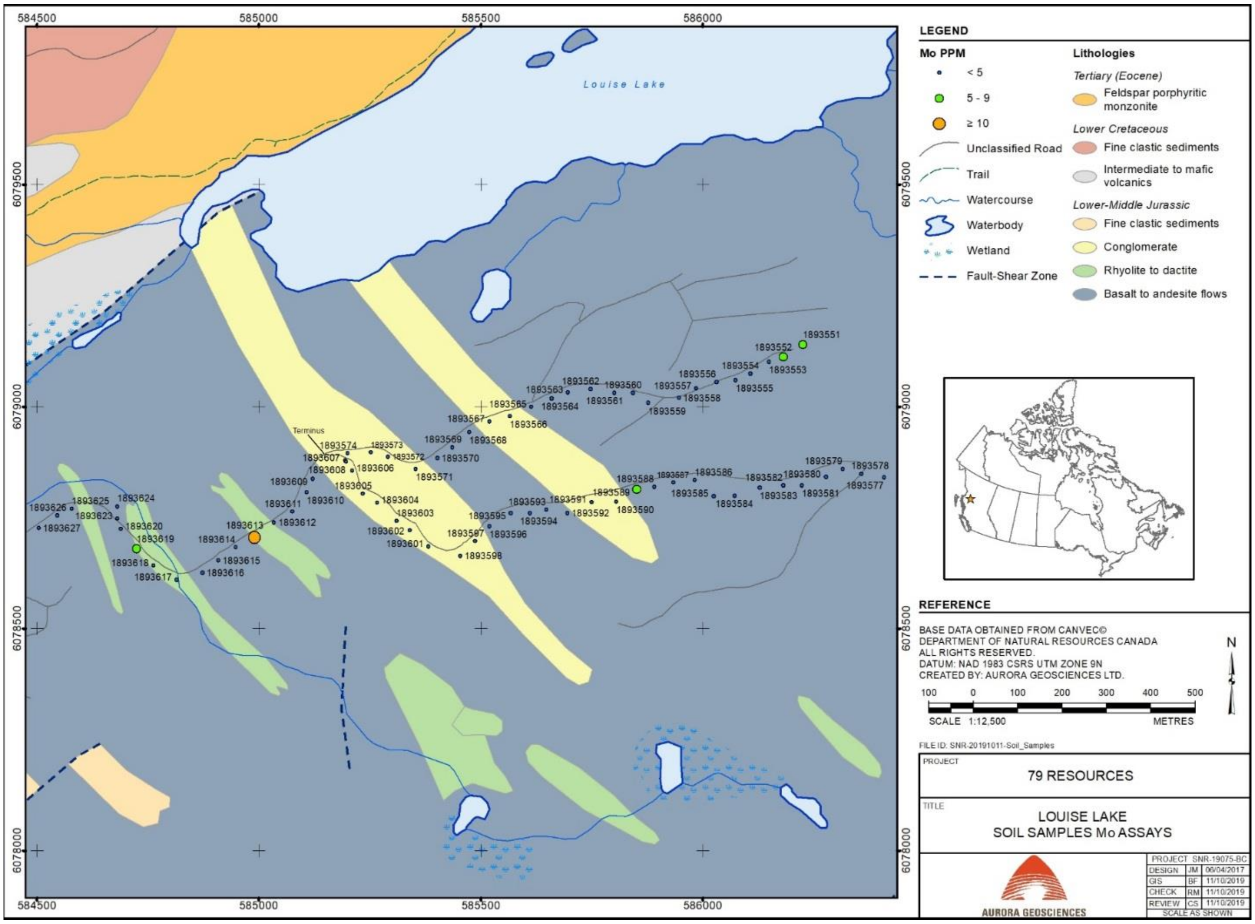

Figure 17. Mo values, soil sampling, southeastern area.

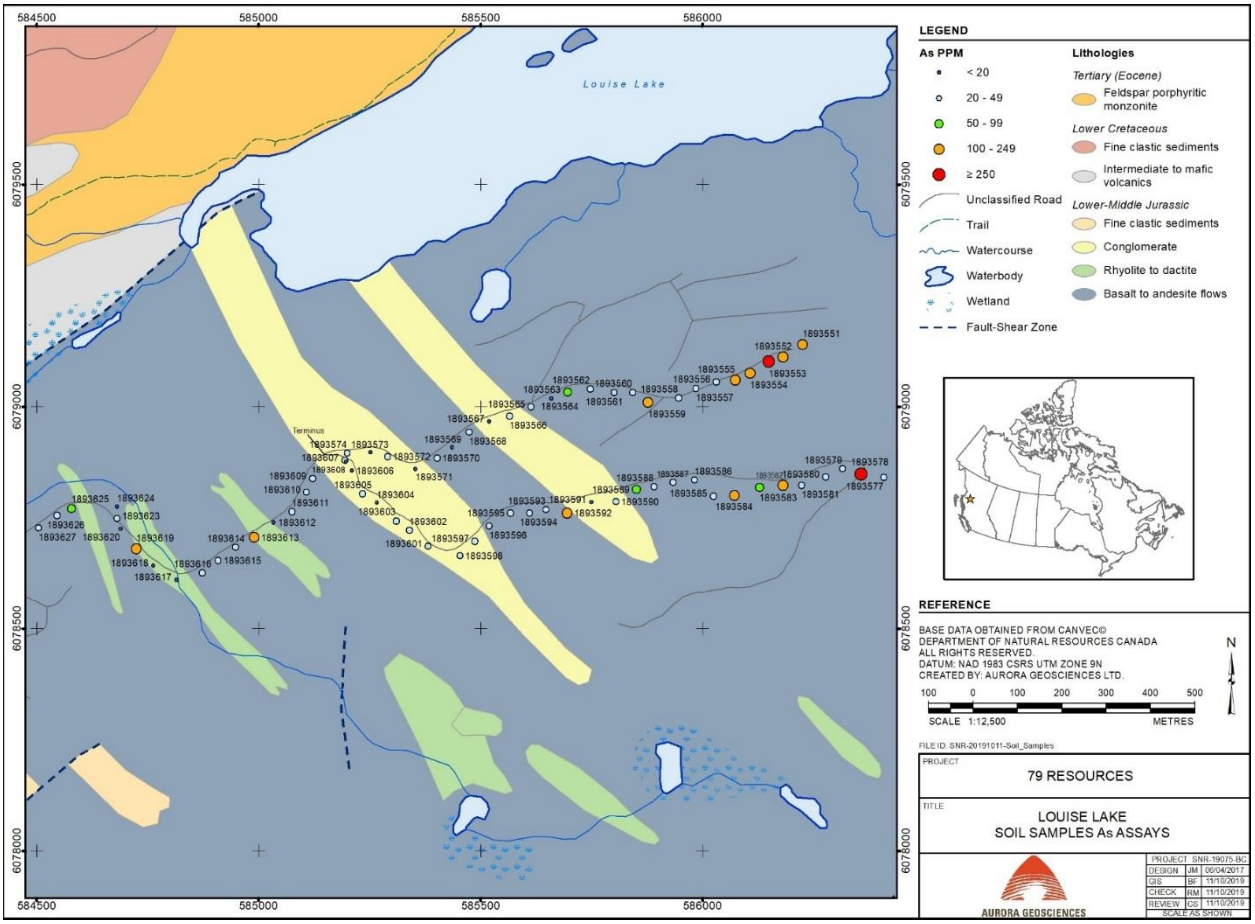

Figure 18. As values, soil sampling, southeastern area.

Phase 2 Magnetometer Survey

The 2019 Phase 2 program comprised ground magnetometer surveying covering 52.7 line km, including 3.45 line km of north-south tie lines. The survey utilized UTM datum NAD83, Zone 9N. The survey was conducted on a virtual GPS grid, with a 50m line spacing, and continuous magnetic data sampling at a rate of one reading/second. Figure 19 shows the proposed layout; the actual coverage utilized 24 survey lines, from L6600N in the south to L7750N in the north. Coverage extended across the entire proposed east-west lines, except for the extreme southeast corner due to difficult terrain.

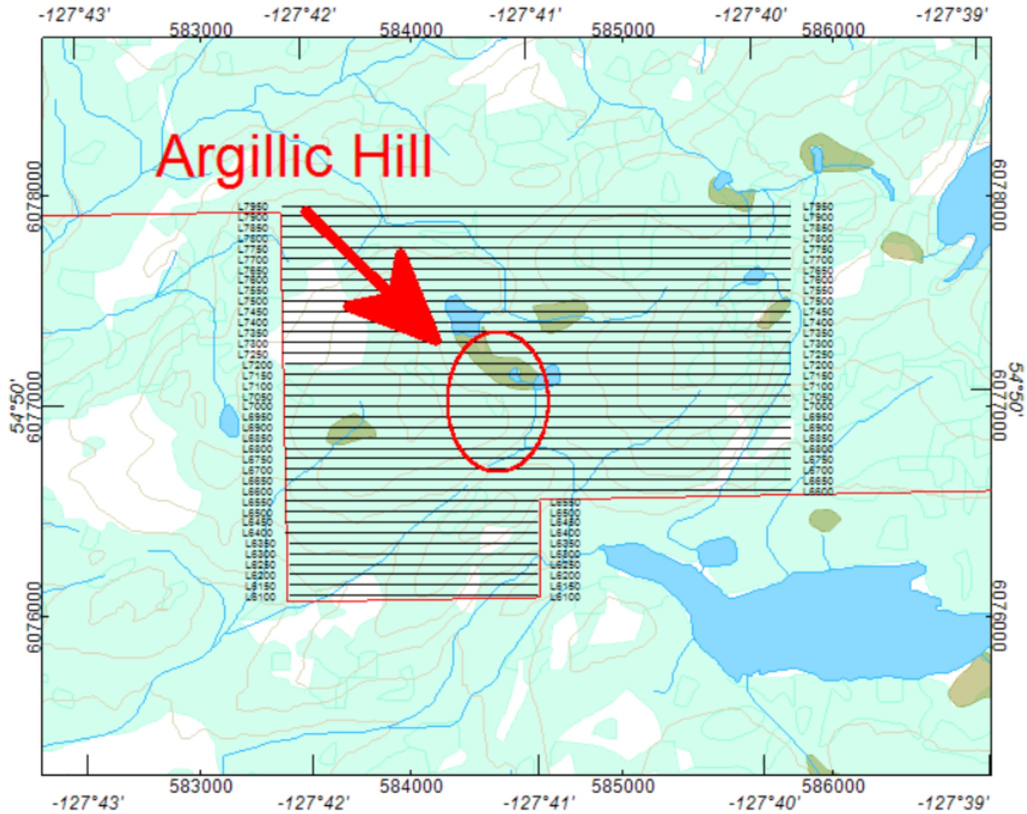

Figure 19. Grid layout, Argillic Hill area magnetometer survey.

Four plots were generated from the survey: one showing "Total Magnetic Intensity" (TMI) (Figure 20); one showing the TMI data "Reduced to Pole", which refers to the North Magnetic Pole (Figure 21); one showing TMI as "Upward Continued, 10m", showing interpreted magnetic readings at an elevation of 10m above topography (Figure 22); and a First Vertical Derivative plot, showing rates of change of readings with units of nT/m (Figure 23).

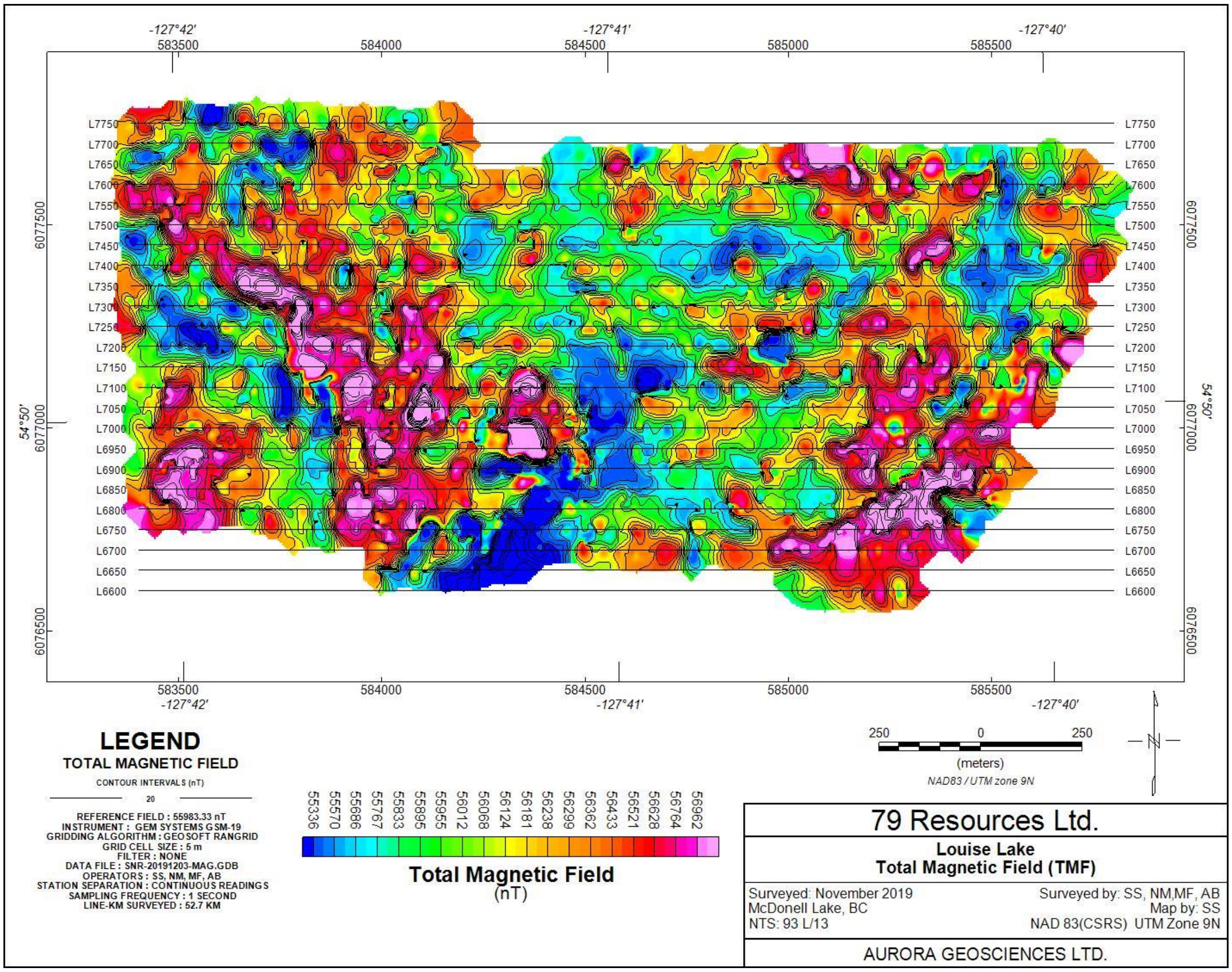

Figure 20. Total Magnetic Intensity (TMI), Argillic Hill area magnetometer survey.

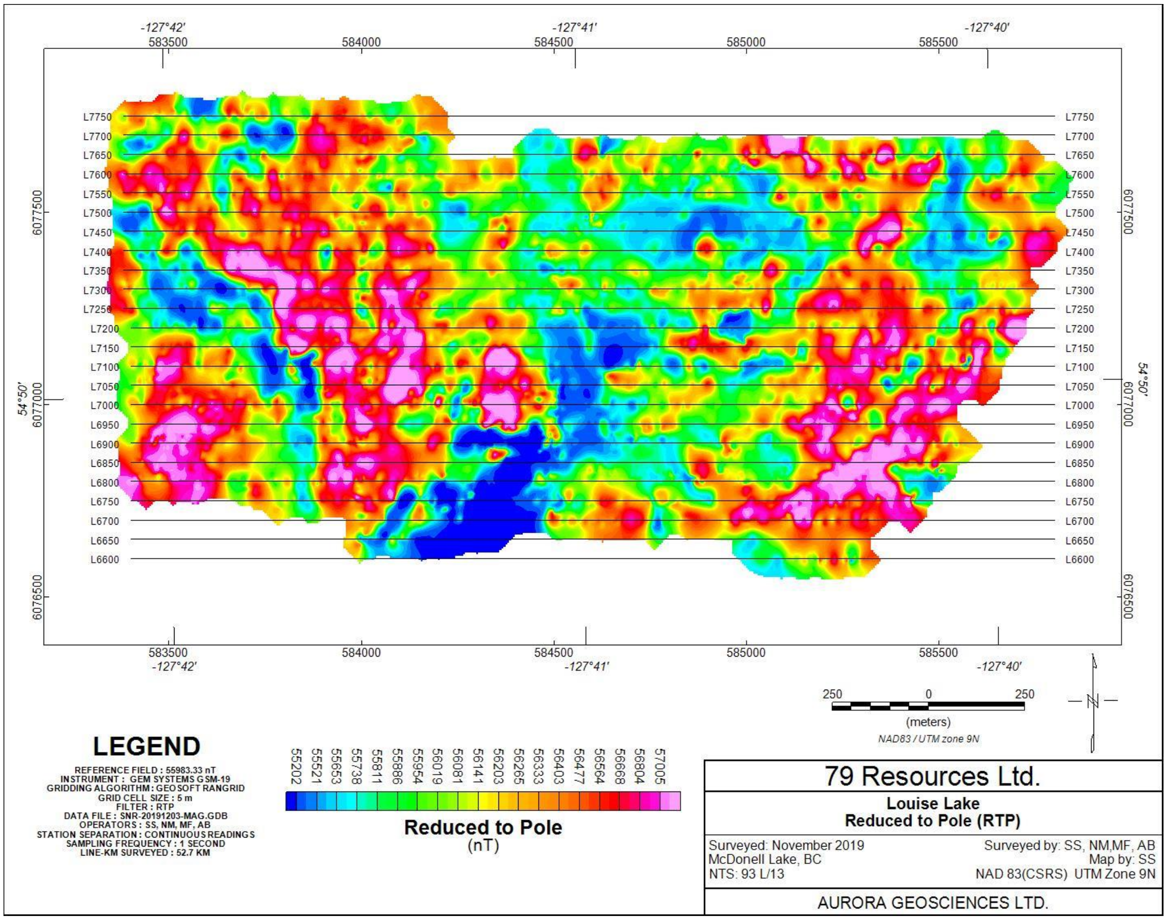

Figure 21. TMI, "Reduced to Pole" plot, Argillic Hill area magnetometer survey.

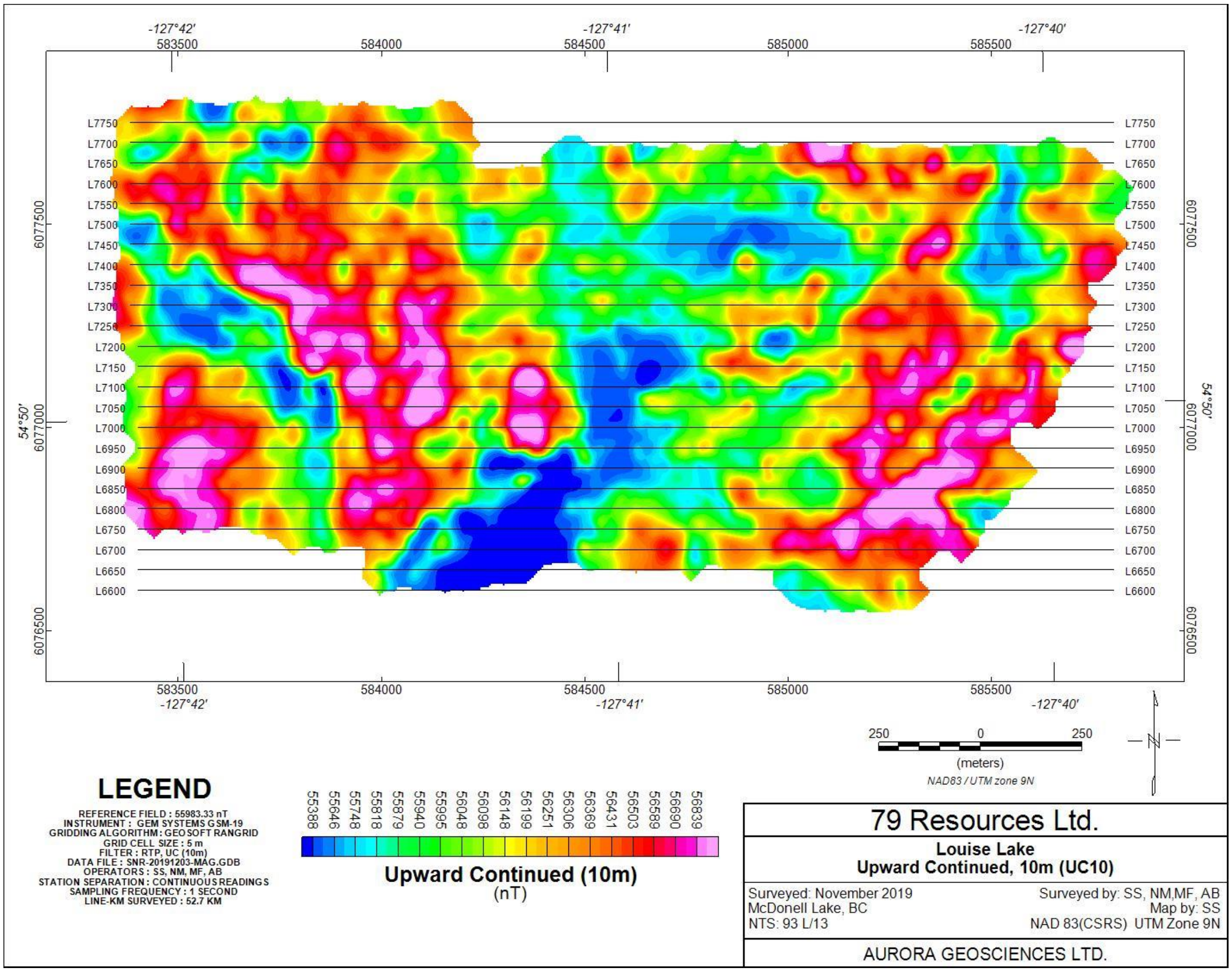

Figure 22. TMI, "Upward Continued (10m) image, Argillic Hill area magnetometer survey.

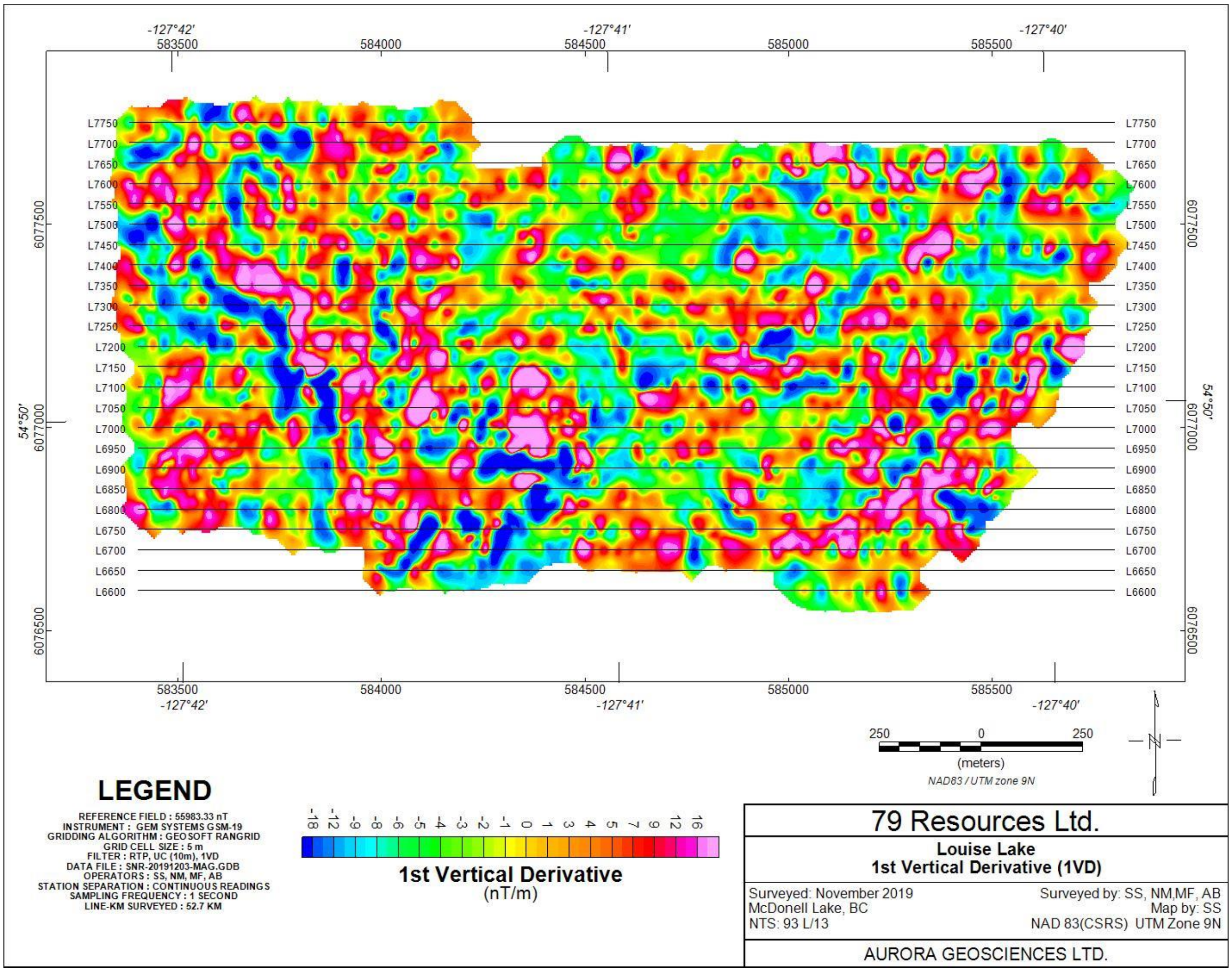

Figure 23. First Vertical Derivative, Argillic Hill area magnetometer survey.

The "Reduced to Pole" plot is utilized to remove the skewness of anomalies of the TMI data. The "Upward Continued, 10m" is a low pass filter which smooths out local data spikes produced by surface features of insignificant size. Both provide a more representative image of the magnetic response of the Argillic Hill area.

All variations of the TMI plot show a marked NE – SW trending magnetic low feature in the central surveyed area (Figure 24). Overlaying this plot onto Google Earth imagery revealed much of the low signature corresponds to small lakes, ponds or wetlands. However, the signature roughly parallels NE – SW trending magnetic high signatures corresponding to topographic highs in the eastern survey area. This indicates the trends represent stratigraphic orientation, in turn marked by variances in topography resulting from differential weathering. The central magnetic low feature may be a significant structural corridor. A narrow NE-SW trending linear magnetic low feature correlates with a topographic lineament in the eastern survey area. Drainages roughly parallel the orientation of the magnetic linears.

The western surveyed area revealed a pronounced broad arcuate feature, marked by a magnetic low signature flanked by a high signature to the northeast. Again, the low signature is marked by wetlands, but extends into well drained areas to the northwest, suggesting a stratigraphic correlation as well. The arcuate features also occur in the extreme north-central survey area.

A well-defined ovoid magnetic high feature is roughly coincident with an area of argillic (clay) alteration and pyritization called "Argillic Hill", identified during the 2008 field season. A 2008 reconnaissance soil geochemical traverse returned elevated gold values from 0.014 g/t Au to 0.020 g/t Au. This is indicative of a pyritic halo zone which typically surrounds copper-gold porphyry systems. The Main Zone is surrounded by a pyrite halo and weakly clay-altered volcanic and sedimentary rocks.

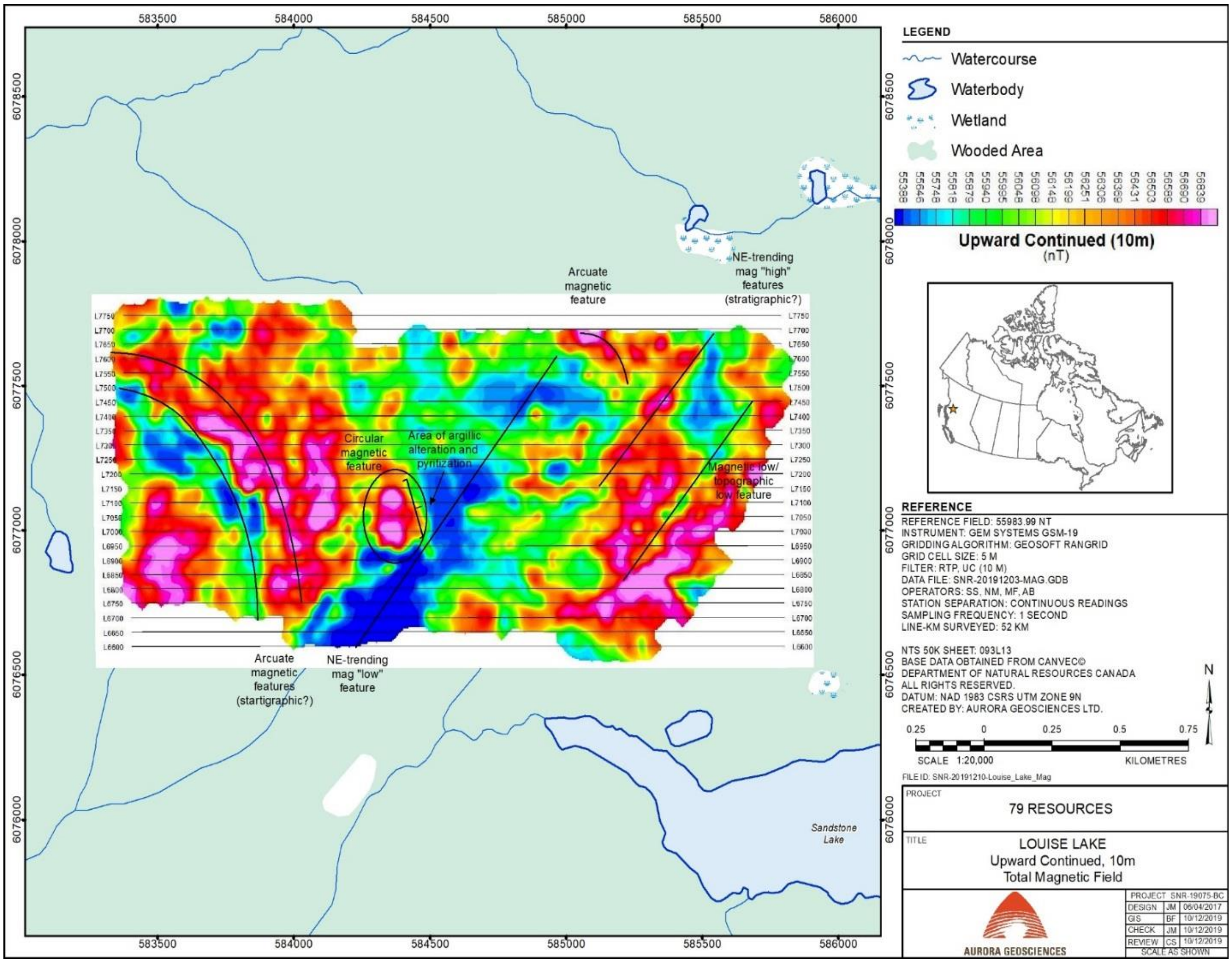

Figure 24. Interpretation of TMI data (Upward Continued, 10m), Argillic Hill area.

Drilling

The Issuer has not conducted any drilling on the Louise Lake Property.

Sample Preparation, Analyses and Security

Geochemical Analyses

The Author was unable to access any information on sample preparation, analysis and security by past workers, prior to acquisition by Firestone Ventures Inc. in 2004. The Author is not able to confirm that the QAQZ sampling procedures prior to 2004 but assumes the procedures met industry standards for the time.

Sample preparation, analysis and security practices of diamond drill core, between 2004 through 2006, are described in the 2006 report by Schulze for North American Gem, Inc. Sample preparation, analysis and security practices for the 2006 through 2008 programs are also described in the 2008 report by C. Schulze titled: "NI 43-101-Compliant Report on the Year-2006 through 2008 Diamond Drilling Program, Including: Summary of 2008 Surface Programs, Summaries of 2006 Resource Estimate and Metallurgical Studies on the Louise Lake Property, North American Gem".

Analytical Methods, 2019 Field Program

Rock Sampling

At the Bureau Veritas Whitehorse prep lab, all samples underwent crushing to ensure that 90% of the sample can pass through a 2 mm screen. The sample was then split and pulverized to achieve a 250-gram pulp capable of passing through a 200-mesh screen (prep code PRP90-250). All samples were then sent to the Vancouver, British Columbia analytical laboratory of Bureau Veritas, where they underwent analysis for Au, Pt and Pd by 50-gram lead collection fire assay with an "Inductively Coupled Plasma" (ICP) finish (analysis code FA350). Also, a 0.5-gram pulp was sent to the Vancouver, British Columbia, Canada lab for 1:1:1 digestion "Inductively Coupled Plasma Emission Spectrometer" (ICP-ES) analysis (prep code AQ300) for Ag, Al, As, B, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Th, Ti, Tl, U, V, W, and Zn.

Analytical results were continually checked to ensure the sample numbers in the results match those in the descriptions.

Bureau Veritas Commodities is an analytical laboratory with ISO 14001 environmental certification and ISO 45001 certification for safety. Bureau Veritas is independent of 79 Resources Ltd, Aurora Geosciences Ltd. and the Author.

Soil Sampling

At the Whitehorse Bureau Veritas prep facility, all soils underwent drying to 60ºC (prep code DY060), then sieved to -180-micron (80 mesh) size (prep code SS80). All samples were then sent to the Vancouver, British Columbia analytical lab, where they underwent analysis for Au, Pt and Pd by 30-gram fire assay fusion by "Inductively Coupled Plasma Emission Spectrometer" (ICP-ES) analysis (prep code FA330). Also, a 0.5-gram pulp was sent to the Vancouver, British Columbia, Canada lab for 1:1:1 digestion ICP-ES analysis (prep code AQ300) for Ag, Al, As, B, Ba, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, Hg, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Th, Ti, Tl, U, V, W, and Zn. Analytical results were continually checked to ensure the sample numbers in the results match those in the descriptions.

Bureau Veritas Commodities is an analytical laboratory with ISO 14001 environmental certification and ISO 45001 certification for safety. Bureau Veritas is independent of 79 Resources Ltd, Aurora Geosciences Ltd. and the author.

2019 Quality Assurance and Quality Control

Aurora Geosciences incorporated two types of "reference material", comprising one type of "Standard" sample of known composition of select elements, and one "blank sample", into the rock and soil sample streams. Both types of reference material were supplied by Canadian Resource Laboratories of Langley, British Columbia. Table 7 shows the types of reference material inserted. A total of 2 standard and 2 blank samples were inserted into the rock sample stream, and 3 standard and 3 blank samples were inserted into the soil standard stream.

Table 7. Types of reference material utilized in 2019.

QAQC Type	Identifier
Standard	CDN-CM-37
Blank	CDN-BL-10

Standard sample CDN-CM-37 utilized known "recommended values" and ranges for two "Standard Deviations" (2SD) for Au, Ag, Cu and Mo. Table 8 lists the 2SD ranges of applicable elements for CDN-CM-37. "Provisional values" are shown where the "relative standard deviation" ranges from 5% to 15%.

Table 8. Recommended values, Reference Material CDN-CM-37 (CDN Resource Laboratories Ltd.).

Element	Recommended Value	"Between lab" 2SD	RSD	Analytical technique
Gold	0.171 g/t	0.024 g/t	Provisional Value	30g FA/ICP or AA
Silver	1.17 g/t	0.12 g/t	Certified Value	Aqua Regia/ ICP or AA
Copper	0.214%	0.012%	Certified Value	Aqua Regia/ ICP or AA
Molybdenum	0.026%	0.003%	Provisional Value	Aqua Regia/ ICP or AA

Certified values for Au, Pt and Pd provided for "blank" samples were all less than 0.010 g/t (<10 ppb).

Rock Sampling Quality Control

Table 9 lists the actual values returned from analysis of reference material CDN-CM-37 within the rock sample stream for the elements having "recommended values".

Table 9. Values returned from analysis of Reference Sample CDN-CM-37.

Sample ID	Au (g/t)	Ag (g/t)	Cu (%)	Mo (%)	Comments
R1893527	0.173	1.3	0.2184	0.0269	Ag value inconclusive due to rounding
R1893536	0.167	1.3	0.217	0.0263	Ag value inconclusive due to rounding

All values for Au, Cu and Mo fell within the 2SD range. Values for Ag are inconclusive due to rounding of the actual values received. Results from the 2019 rock sampling for Au, Cu and Mo can be considered to represent true values, and values for Ag can be considered as marginally representative.

The certificate for the "blank" reference material returned values of <0.01 g/t Au, <0.01 g/t Pt and <0.01 g/t Pd. Table 10 lists actual "blank" sample values for Au, Pt and Pd. All were at background to sub-detection levels, indicating a lack of contamination.

Table 10. Values returned from analysis of Reference Sample CDN-BL-10.

Sample ID	Au (ppb)	Pt (ppb)	Pd (ppb)
R1893528	5	<3	<2
R1893537	3	<3	<2

Soil Sampling Quality Control

Table 11 lists the lists the actual values returned from analysis of reference material CDN-CM-37 inserted into the soil sample stream for analysis of Cu, Mo, Au and Ag.

Table 11. Values returned from analysis of Reference Sample CDN-CM-37.

Sample ID	Au (g/t)	Ag (g/t)	Cu (%)	Mo (%)	Comments
R1893575	0.167	1.2	0.2194	0.0277	
R1893599	0.179	1.2	0.2055	0.0254	
R1893621	0.185	1.3	0.2157	0.0264	Ag value inconclusive due to rounding

All Cu, Au and Mo values fell within the 2SD range per element. One Ag value returned an inconclusive value, due to rounding.

Table 12 lists actual "blank" sample values for Au, Pt and Pd. All were at background to sub-detection levels, indicating a lack of contamination.

Table 12. Values returned from analysis of Reference Sample CDN-BL-10.

Sample ID	Au (ppb)	Pt (ppb)	Pd (ppb)
1893576	3	<3	<2
1893600	4	<3	<2
1893622	3	<3	<2

Statement of Opinion

Having reviewed the reported processes and methods employed in 2019, it is the author's opinion that the sample preparation, security, and analytical procedures performed on geologic media during this program are in accordance with good industry standard practices and appropriate for generating the data contained in this report.

Statement on Quality Assurance (QA)

The rock sampling methodology is adequate for the conditions encountered, comprising grab and composite grab sampling mainly of rubblecrop and proximal float, with some outcrop sampling. Grab sampling tends to return the least representative results, and commonly shows a bias towards "high grading" of the mineralized portions. However, grab sampling is locally the only option for some proximal float samples at Louise Lake, due to lack of outcrop or rubblecrop. Composite grab sampling, typically providing more representative metal values, involved collection of several pieces of similar material where rubblecrop or felsenmeer was encountered. Where feasible, composite grab sampling was done, rather than grab sampling. Chip sampling, involving an even amount of sampling across a known width, is recommended where mineralization occurs in situ.

The routine and repetitive methodology of soil sampling in 2019 should eliminate any chance of bias. The methodology of obtaining C-horizon or B/C horizon soil leads to analytical results most likely to represent that of underlying bedrock. Outcrop or rubblecrop occurs near many of the 2019 roadside soil samples, indicating values obtained are likely representative of underlying bedrock. In some areas, no outcrop or rubblecrop were visible, indicating increased depth of overburden and potential for transported metal ions in soil. Variability in results of soil sampling may also be influenced by slope angle, vegetative cover, moisture content and horizon sampled, with more subdued results expected in flat areas with thick overburden. Soil anomalies may be transported, depending on slope and groundwater conditions; detailed records of slope, vegetation, soil conditions and surficial geology are utilized to determine probability of transportation.

Statement on Quality Control (QC)

Although the rock and soil geochemical programs were of limited extent, 79 Resources and Aurora employed a high degree of quality control during the 2019 program. The "standard" reference material, with certified or provisional Au, Cu, Mo and Ag values, was specifically chosen to represent low-grade porphyry-style Main Zone mineralization. Blank samples were also of certified reference material with known Au, Pt and Pd values of <10 ppb. The QC sample insertion rate into the rock sample stream was 12.5%, and the insertion rate into the soil sample stream was 7.8%, sufficient to ensure one of each was emplaced into each sample "batch". No duplicate samples were taken during the program.

All Cu, Mo and Au values from "standard" reference material CDN-CM-37 fell within the 2SD ranges per element, indicating results returned from sampling are representative of true values. Several of the Ag values returned fell outside of the 2SD range; however, this may be attributable to rounding errors rather than inaccurate analytical results. Values for Ag indicated in the CDN Resource Labs certification documents were provided to two decimal points of precision, whereas those from Bureau Veritas were provided with only one decimal point of precision, rendering results somewhat inconclusive. No Ag values clearly outside of the 2SD range were returned.

"Blank" reference material analysis did not reveal the presence of contamination. Although actual contamination is unlikely, the low Au values returned from the actual samples could render results inconclusive, as no Au was available for contamination. However, Bureau Veritas also includes in-house QC verification through insertion of its own standard and blank reference material. Although the standard samples employed had "recommended values" of 0.519 g/t and 0.994 g/t Au respectively, both in-house blank samples with known Au values returned 0.003 g/t (3 ppm) Au, indicating the process was free of contamination.

Data Verification

The Author has reviewed the historical exploration data in assessment reports and, to the extent possible, assessed their reliability by their internal consistency with respect to quality controls described and in relation to known geology of the areas surveyed. Raw, unprocessed assay and geophysical data was not available and only verified to a partial extent by examining the internal consistency of the maps and sections and reading the logistics and methodology reports accompanying the data. The Author can verify that the information has been presented accurately as reported in those files and reports, and the author believes this earlier work was carried out to industry standards of the time and is suitable for use in the Technical Report.

The Author visited the Property for a full day on July 17, 2020 and the Property was viewed in entirety from the air and sections of it traversed on foot. During the visit the Author visually confirmed the existence of historical drilling and related exploration activities. In total, 13 historic drill-holes were located. The Author also independently took GPS readings to confirm the location accuracy of past exploration work. Additionally, the author confirmed the presence of mineralization and the accuracy of geologic observations noted in prior reports. The analytical results from grab samples collected by the Author from the previous exploration sites were consistent with the results reported. The Author's opinion was that the data used in the preparation of the Technical Report was adequate for its purpose.

Mineral Processing and Metallurgical Testing

No mineral processing or metallurgical testing was done since acquisition of the Property by the Issuer. Historical mineral processing and metallurgical testing done in 2006 is described in the History section above.

Mineral Resource Estimates

The Issuer has not completed any resources estimates for the Louise Lake Property.

Adjacent Properties

A single 2-unit claim, Claim #1064060, held by B. Kreft, of Whitehorse, Yukon, is surrounded on all sides by mineral tenures that constitute the Louise Lake Property. This claim covers 37.24 Ha and currently has an expiry date of Dec 31, 2021 (extended from July 26, 2020 due to Covid-19). The Author is unaware of any exploration work done on the ground covered by Claim #1064060 since 2008 when it was part of the project area being explored by North American Gem Inc. This 2 unit claim comprises a portion of the historical mineral resource estimate completed in 2006 (Lee and Marek, 2006), as summarized in Schulze, 2006. The author has been unable to verify information on adjacent properties and the information on adjacent properties is not necessarily indicative of the mineralization on the Louise Lake Property that is the subject of this report.

Other Relevant Data and Information

To the best of this Author's knowledge, there are no other data or information that is not disclosed on the Louise Lake Property.

Interpretation and Conclusions

Interpretations

Louise Lake Mineralization

By the end of the 2006 diamond drilling program, North American Gem Inc. (NAG) had completed sufficient drilling to delineate a coherent body of porphyry-style copper-molybdenum mineralization on the Louise Lake Property. Subsequent metallurgical study on this mineralization determined favourable concentrate grades and recoveries. This historic drilling was completed only partially within the current boundaries of the present Louise Lake Property and does not constitute a defined deposit or resource on the Property. The historic work does, however, firmly establish the presence of porphyry-style mineralization in the area and within the bounds of the current Property.

The 2019 program included a due-diligence visit to the Main Zone. Rock sampling returned somewhat lower Cu, Mo, Ag and Au values than the historical deposit average. However, these samples were sufficiently anomalous to confirm sampling results by previous workers and the presence of the Main Zone.

Interpretations, Other Property Areas

A sizable surface exploration program was conducted in the summer of 2008, to explore for other core areas of porphyry-style mineralization, and outlying Pb-Zn-Ag veining, auriferous "Bonanza veining" and epithermal veining. Sampling across several soil geochemical grids was completed, returning sporadic high Au values but revealing no significant aerially extensive auriferous zones. Reconnaissance-style soil sampling, stream silt and rock sampling, and geological mapping were completed across the Property. Although no major discoveries were made, the program identified an area of silica and carbonate stockworking within mafic volcanics east of Bud Lake, and an area of argillic alteration at "Argillic Hill" northwest of Sandstone Lake.

In July 2019, the Issuer entered into the Property Option Agreement. In early August 2019, the Issuer added the "Louise Extension" claim covering 1,527.2 ha and increasing the Property size more than five-fold. The August 2019 field program comprised geological mapping and rock sampling southeast of Louise Lake, and systematic soil sampling along old logging roads in the south-central area. The area of stockwork emplacement east of Bud Lake was visited, but Argillic Hill was not.

Geological mapping has determined the area to be underlain by a broad package of mafic flow and pyroclastic volcanic rocks, intercalated with smaller units of porphyritic rhyolite to dacite, and of conglomerate near the terminus of the driveable 4x4 road. Prospecting and mapping have identified an aerially extensive area of moderate to strong pyrite emplacement associated with weak silicification and strong limonitization. Rock and soil sampling failed to identify elevated Au values, or significant zones of Cu, Mo or Ag mineralization. Sampling of conglomerate near the "terminus" of the driveable logging road returned elevated Mo values and anomalous As values, indicating a weakly mineralized zone may extend to the south-southeast. This pyritic zone likely represents weak mineralization outbound from the Main Zone, and lacks economic viability. The weakly mineralized conglomerate horizons may have a somewhat more reactive original geochemistry, allowing for transport and emplacement of fluids from the core mineralized area.

To date, no significant mineralized zones or geochemically important anomalous values have been identified outside of the core Main Zone area and its west-northwest extension. Large areas of the Property, however, remain underexplored.

Interpretations, Magnetometer Survey

Processing of magnetic data from the November, 2019, survey revealed a dominant NE-SW trend of magnetic features in the eastern surveyed area, likely representing stratigraphic orientation. A narrow linear magnetic "low" feature is apparent, marked by a shallow topographic lineament. This may represent a fault zone within a broad assemblage of magnetite-enriched mafic volcanics. The western survey area shows an arcuate magnetic low flanked by magnetic high features to the northeast. This may represent folded stratigraphy, with a NE-trending fold axis.

In the central area, a broad NE-SW trending magnetic low feature may represent a significant structural lineament, where preferential erosion has resultedin a topographic depression marked by abundant wetlands. This feature may separate the lithologic package underlying the eastern half of the Property, which is concordant with Property-scale stratigraphy, from accreted, folded stratigraphy underlying the western area.

An ovoid circular magnetic "high" feature in the "Argillic Hill" area, directly west of the interpreted central lineament, is roughly coincident with an area of argillic alteration and pyritization observed during the summer 2008 field program. A reconnaissance style soil geochemical traverse returned elevated Au values and weakly elevated Ag values overlying the magnetic feature, although background values were returned of Cu, Mo, Pb and Zn. These features and geochemical values indicate that the "Argillic Hill" area may represent a pyrite halo overlying a second porphyry centre.

A magnetic high signature typically represents elevated levels of magnetite and/or pyrrhotite. Although pyrrhotite concentrations are typically negligible in porphyry systems, magnetite enrichment may occur in the inner halos of alteration systems surrounding mineralized cores (Rockstone Research, 2011). Sun et al (2012) state that hematite - magnetite intergrowths commonly occur in porphyry copper deposits, suggesting high and fluctuating oxygen fugacity (fO_2). A moderate magnetite content would be sufficient to produce an ovoid magnetic "high" signature. The location of this feature adjacent to the interpreted NE-SW lineament indicates emplacement may have occurred along a significant fault zone.

Conclusions

The Main Zone of the Louise Lake mineralization comprises disseminated and vein-associated grains of chalcopyrite and enargite with lesser late molybdenite-bearing quartz veining, occurring within a series of tabular units of feldspar porphyritic monzonite. These are separated by conglomerate and lesser finer-grained sedimentary units in central areas, and andesite fragmental units in northern and western areas. The deposit model is of an upper-level portion of a Cu-Mo-Au-Ag porphyry deposit.

Results of the summer, 2008 surface exploration program revealed an area of quartz and carbonate stockwork veining east of Bud Lake, with elevated Au values from nearby stream silt sampling. A second prospective target is the "Arsenic Hill" area northwest of Sandstone Lake. The "Louise Extension" claim, acquired in August, 2019, covers these targets. Elsewhere, sporadic anomalous Au values were returned from grid and reconnaissance soil sampling, although no substantive anomalous zones were identified.

Due diligence rock sampling, in 2019, across the surface expression of the Main Zone confirmed the presence of Cu-Mo-Au-Ag mineralization. .
Rock and soil sampling in 2019 did not return significant metal values. Several rock samples of conglomerate returned elevated Mo and As values and slightly elevated Cu values, indicating the conglomerate horizons may have had a more reactive geochemistry, allowing for increased metal-bearing fluid movement. However, this is not considered a significant exploration target. The "Argillic Hill" occurrence was not visited in 2019.

The Phase 2 magnetic surveying program revealed a NE-SW trending magnetic low feature which may represent a significant structural lineament separating NE-SW trending stratigraphy to the east from accreted broadly folded stratigraphy to the west. Magnetic low features are commonly marked by small lakes, ponds and wetlands along topographic depressions, and may mark areas of recessive differential weathering resulting from structural preparation of the bedrock.

The Phase 2 magnetic survey also identified an ovoid magnetic "high" feature directly west of the main NE-SW magnetic low feature. The ovoid feature is coincident with an area identified in 2008, comprising argillic alteration, pyritization, and several elevated gold-in-soil geochemical values. This may represent the overlying halo of pyritization and alteration above the core of a second porphyry system.

Recommendations

An estimated 25% and 40%, of the historic resource referred to in the History section above exists on a two-unit mineral claim not owned by 79. The potential acquisition of this claim should be investigated.

Phase 1 exploration is recommended to comprise a surface program of grid soil geochemical surveying, detailed geological mapping, rock sampling and prospecting across the Argillic Hill target. Soil sampling would comprise an inner grid of intensive sampling, with a 50-metre line spacing and 25-metre of station spacing, surrounded by a more extensive grid with a 100-metre line spacing and 50-metre station spacing. The intensive grid would be centered on the magnetic high anomaly identified from the 2019 ground magnetic survey. Rock sampling would be done where warranted.

The program would involve a 4-person crew, camping at small lakes near the target, with helicopter support based from Smithers. The program would take place over a total of 12 days, including travel and mobilization, and would comprise six field days, excluding camp set-up and tear-down. Total field program expenditures, including 10% contingency, are estimated at about CDN$103,200.

If warranted by positive results obtained during the first phase of exploration, the Phase 2 program would comprise 750 – 1000 metres of diamond drilling over several holes to test for porphyry style mineralization at the Argillic Hill Target. Also recommended during this phase is a single 350 metre due diligence style hole targeting mineralization noted by previous exploration programs.

The projected duration of this program is approximately 10 days of drilling and an additional four days of program set up and post drilling work. The program budget also includes three days of travel. Drilling will require Smithers-based helicopter support for mobilization and de-mob of the drill, and for daily shift changes. Logging and sampling are recommended to be based at facilities in Smithers, to eliminate camp mobilization and construction costs and reduce the environmental footprint. The drilling program would be done by a single drill with two shifts per 24 hours. The crews would consist of four drillers and three geological and geotechnical staff. Core logging and sampling are planned to be done on site, but the crews would commute from Smithers on a daily basis. Drilling could be done in late winter, allowing for travel across frozen wetlands, if necessary, or in summer, if wetlands can be avoided. Phase 2 expenditures, including 5% contingency, are estimated at approximately CDN $497,500 dependent upon final metres drilled.

Recommended Budgets

The following is a recommended budget for the 2020 Phase 1 surface exploration program.

Type of Expense		Proposed cost
Personnel, including preparation and wrap-up costs	$	36,850.00
Helicopter support	$	5,204.00
Expediting	$	1,020.00
Assaying, including shipping and "reference material"	$	24,536.00
Accommodations, including meals	$	2,566.00
Truck rental and fuel	$	7,540.00
Groceries in camp	$	1,350.00
Camp and Generator Rental	$	1,400.00
Computer Rental	$	700.00
Other rentals	$	1,650.00
Field office supplies	$	900.00
Field total:	**$**	**83,716.00**
Field report	$	3,000.00
Assessment report, incl. data compilation, drafting	$	7,100.00
Sub-total:	**$**	**93,816.00**
10% contingency	$	9,381.60
Estimated total	**$**	**103,197.60**

The following is a recommended budget for the 2020 Phase 2 diamond drilling program. A minimum of 750 to 1000 metres of drilling at the Argillic Hill Target is recommended if positive results are obtained during Phase 1. An additional 350 metres of due diligence drilling is recommended to confirm mineralization noted by previous work.

Expense	Proposed Cost
Personnel, including preparation and wrap-up costs	$105,000.00
Drilling, including mobe and ancillary charges	$200,000.00
Core boxes	$4,100.00
Heavy equipment, including transport	$25,600.00
Diesel fuel for drill, equipment; gas for generator	$21,000.00
Down-hole tool rental	$7,300.00
Sampling, including shipping and "reference material"	$38,540.00
Accommodations	$27,000.00
Truck rental and fuel	$15,225.00
Rock saw and generator rental	$3,500.00
Other rentals	$5,825.00
Field office supplies	$1,550.00
Permitting	$6,000.00
Field total:	**$460,640.00**
Field report	$3,000.00
Assessment report, incl. data compilation, drafting	$10,200.00
Sub-total	**$13,200.00**
5% contingency	$23,692.00
Estimated total	**$497,532.00**

USE OF PROCEEDS

Proceeds

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered Units offered pursuant to the Offering in the provinces of British Columbia and Alberta. If all of the Offered Units offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be $400,000 (assuming no exercise of the Over-Allotment Option).

This Offering is subject to the completion of a minimum subscription of 4,000,000 Offered Units for gross proceeds to the Issuer of $400,000. The Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus. If the minimum subscription is not completed within the distribution period for the Offering, all subscription monies will be returned to Subscribers without interest or deduction.

Funds Available

The gross proceeds to the Issuer (excluding proceeds which may be received from the exercise of the Over-Allotment Option) from the sale of the Offered Units offered hereby will be $400,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of $75,000, the Agent's Commission of $40,000, the cash portion of the Corporate Finance Fee of $30,000 and the $10,000 payment to the Optionors pursuant to the Property Option Agreement, and including estimated working capital deficiency as at June 30, 2020, of $(30,796) and loans received by the Issuer from two arm's length parties in July 2020 in the amount of $10,000, are estimated to be $224,204. In July 2020, the Company arranged loans totaling $10,000 from two arm's length parties. The loans have a term of one year plus one day, bear interest of 2% per month, and are unsecured. The Issuer may repay the loan and accrued interest in full at any time.

Principal Purposes

Expenses	Funds to be Used
To fund the Phase 1 exploration program on the Louise Lake Property as outlined in the Technical Report(1)	$103,197
To provide funding sufficient to meet administrative costs for 12 months	$82,000 (2)
To provide general working capital to fund the Issuer's ongoing operations(3)	$39,007
TOTAL:	**$224,204**

Notes:

(1) See "Narrative Description of the Business – Recommendations" above for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Louise Lake Property.

(2) The Issuer anticipates that $30,000 will be paid as consulting fees to a private company owned and controlled by Gary Musil. See the "Administrative Expenses" table below.

(3) The Issuer 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. In the event of exercise of the Over-Allotment Option, the Issuer will use the proceeds for general working capital.

Upon completion of the Offering, the Issuer's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for twelve months. Estimated administrative expenditures for the 12 months following completion of the Offering are comprised of the following:

Administrative Expenses	Funds to be Used
Office Rent	$12,000
Management and Administration Services	$30,000
Miscellaneous Office and Supplies	$3,000
Transfer Agent	$4,000

Administrative Expenses	Funds to be Used
Legal	$8,000
Accounting and Audit	$25,000
TOTAL:	**$82,000.00**

Since its incorporation on April 17, 2019, the Issuer 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 exploration program on the Louise Lake Property. Although the Issuer has allocated $82,000 (as above) from the Offering to fund its ongoing operations for a period of 12 months, thereafter, the Issuer will be reliant on future equity financings for its funding requirements, including in respect of future exploration work that may be conducted on the Property, depending on results of the recommended exploration program.

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, including due to the COVID-19 pandemic and other factors listed under the "Risk Factors" heading below, where for sound business reasons, a reallocation of funds may be necessary. In response to the COVID-19 pandemic, exploration at the Property may be impacted by provincial and federal government restrictions on the Issuer's operations. Potential stoppages on exploration activities could result in additional costs, project delays, cost overruns, and operational restart costs. The total amount of funds that the Issuer requires to carry out its proposed operations may increase from these and other consequences of the COVID-19 pandemic.

Until required for the Issuer's purposes, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies or in prime commercial paper. The Issuer's Chief Financial Officer will be responsible for the investment of unallocated funds.

In the event of exercise, in full, of the Over-Allotment Option, potential additional gross proceeds totalling $54,000, after deducting the applicable Agent's Commission, will be added to the Issuer's general working capital.

Stated Business Objectives and Milestones

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

(a) obtain a listing of its Common Shares on the Exchange; and

(b) conduct the Phase 1 exploration program on the Louise Lake Property recommended in the Technical Report.

The listing of the Common Shares on the Exchange is subject to the Issuer fulfilling all of the requirements of the Exchange and is expected to occur shortly before completion of the Offering. Upon completion of the Offering, the Phase 1 exploration program is expected to be conducted in the late summer or early fall of 2020, depending on the weather and subject to various risks set out under the heading "Risk Factors" below.

The Issuer's business objectives could be adversely affected by the impacts of a widespread global outbreak of a contagious disease, like COVID-19. Further information on the risks relating to the impact of COVID-19 on the Issuer's business objectives can be found under the heading "Risk Factors - COVID-19 Outbreak."

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Financial Information

The Issuer was incorporated in the province of British Columbia on April 17, 2019. The following table summarizes selected information from the Issuer's unaudited financial statements for the period ended March 31, 2020 and the audited financial statements for the period ended December 31, 2019.

	Three Month Period Ended March 31, 2020 (unaudited)	Period ended December 31, 2019 (audited)
Total revenues	Nil	Nil
Exploration expenditures	$123	$121,544(1)
Consulting fees	Nil	$4,000
Management Fees	$7,500	$15,000
Professional fees	$4,500	$37,843
Bank and Interest Charges	$42	$282
Travel and Promotion	Nil	$635
Rent	$1,200	Nil
Office and Miscellaneous	$400	Nil
Share-based payments	$22,544	Nil
Net Loss	($36,186)	($57,760)
Basic and diluted loss per common share	(0.00)	(0.01)
Total assets	$159,836	$201,935
Long-term financial liabilities	Nil	Nil
Cash dividends per share	Nil	Nil

Notes:

(1) Of the $121,544 in exploration expenditures incurred, more than $75,000 of the exploration expenditures constitute qualifying expenditures within the meaning of CSE Policy 2 *Qualification for Listing*.

Dividends

There are no restrictions that would prevent the Issuer from paying dividends on the Common Shares, however, the Issuer has neither declared nor paid any dividends on its Common Shares since incorporation and has not established any dividend or distribution policy. The Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Management's Discussion and Analysis

The following discussion of the operating results and financial position of the Issuer should be read in conjunction with the unaudited financial statements and related notes for the three month period ended March 31, 2020 and the audited financial statements and related notes for the period ended December 31, 2019. The financial statements are included in this Prospectus under Schedule "B" and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") is quoted in Canadian dollars. The effective date of this MD&A is July 31, 2020.

The Issuer is not a reporting issuer and was not required to prepare interim financial statements, therefore, other than for the three month period ended March 31, 2020, quarterly results are not available.

Three Month Period ended March 31, 2020

During the three month period ended March 31, 2020, the Issuer reported nil revenue and a net loss of ($36,186) ($0.00 per common share). The Issuer incurred $42 for bank and interest chares, and has paid $1,200 for rent and

$400 for office and miscellaneous items to Belmont Resources Inc., a company that is related by common directors and a senior officer (James Place and Gary Musil) during the financial period. The Issuer also paid the aggregate amount of $7,500 in management fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President pursuant to a consulting agreement, accrued $1,000 to the Issuer's Chief Financial Officer for accounting services provided for the period ended March 31, 2020 and paid $3,500 in professional fees to the auditor. The payments to the private company controlled by the Issuer's Chief Executive Officer, the amounts accrued to the Issuer's Chief Financial Officer and the payment of rent and office expenses are considered to be related party transactions.

In the three month period ended March 31, 2020, the Issuer did not receive any proceeds for shares issued and made share-based payments to each of the directors and officers of the Issuer consisting of a total of 800,000 stock options valued at $22,544.

Period ended December 31, 2019

During the financial period ended December 31, 2019, the Issuer reported nil revenue and a net loss of ($57,760) ($0.01 per Common Share). The Issuer incurred $37,843 for professional fees, $4,000 for consulting fees and $917 for travel, promotion and bank and interest charges during the financial period. The Issuer also paid an aggregate amount of $15,000 in management fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President pursuant to a consulting agreement, and incurred $4,500 to the Issuer's Chief Financial Officer for accounting services for the period ended December 31, 2019. The payments to the private company controlled by the Issuer's Chief Executive Officer and the amounts accrued to the Issuer's Chief Financial Officer are considered to be related party transactions.

During the financial period ended December 31, 2019, the Issuer incurred acquisition and exploration expenditures in the aggregate amount of $121,544 which was comprised of an initial $7,673 cash payment to the Optionors, along with the issuance of $2,000 in Common Shares pursuant to the Property Option Agreement, $15,401 for reports and administration, $4,690 for assays and testing, $29,879 for geological consulting, $38,336 for a ground magnetic survey, $2,090 for mapping and surveying and $21,475 for travel and accommodation. Please see "Liquidity and Capital Resources" below for further information.

The Issuer received $195,001 in gross proceeds for Common Shares issued, all of which was received for Common Shares issued in the period ended December 31, 2019. Further particulars of the proceeds received for Common Shares issued can be found under "Prior Sales" below.

As of the date of this Prospectus, the Issuer has granted 800,000 stock options, each option exercisable for one Common Share at a price of $0.10 per Common Share to its directors and officers.

Liquidity and Capital Resources

Three Month Period ended March 31, 2020

During the first year after completion of this Offering, the Issuer estimates that the aggregate annual cost of general administration for its operations will be approximately $82,000. See "Use of Proceeds" above. The net proceeds from the Offering should be sufficient to fund the Issuer's operations for at least a period of 12 months. There are no other capital expenditures to be incurred by the Issuer during the period.

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its operations. As of March 31, 2020, its capital resources consisted of a cash balance of $27,936, amounts recoverable of $233 and deferred financing costs of $10,000. The Issuer also had an accounts payable balance of $42,987, with $2,500 due to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President, pursuant to a consulting agreement, and $1,000 due to the Issuer's Chief Financial Officer for accounting services provided during the period ended March 31, 2020. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer's sole property is the Louise Lake Property located near Smithers, British Columbia, consisting of eight mineral claims. The Issuer has the option of acquiring a 75% interest in the Louise Lake Property, subject to a 2% NSR royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the period ended March 31, 2020, the Issuer incurred $123 in exploration and evaluation asset expenditures for reports and administration. In order to exercise the Option under the Property Option Agreement, the Issuer is required to pay $10,000 in cash to the Optionors on or before the first anniversary of the effective date of the Property Option Agreement, and thereafter is not required to make any exploration expenditures on the Louise Lake Property or make further Common Share issuances to the Optionors until 12 months after the Listing Date of the Common Shares under this Offering (the Optionors subsequently agreed to delay the date for completion of the $10,000 cash payment to August 8, 2020). For a summary of the Issuer's payment and exploration expenditure obligations under the Property Option Agreement, see "General Development of the Business" above. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of June 30, 2020, the Issuer had a working capital deficiency of $(30,796). The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance the Louise Lake Property through further exploration in order to bring the Louise Lake Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going-concern basis, which implies that the Issuer will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Issuer were unable to achieve and maintain profitable operations.

Subsequent to the period ended March 31, 2020, the Issuer received loans from two arm's length parties in the amount of $10,000. The loans have a term of one year plus one day, bear interest of 2% per month, and are unsecured. The Issuer may repay the loan and accrued interest in full at any time.

Period Ended December 31, 2019

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its operations. As of December 31, 2019, its capital resources consisted of a cash balance of $65,044, amounts recoverable of $5,347 and deferred financing costs of $10,000. The Issuer also had an accounts payable balance of $71,944, with $3,000 due to the Issuer's Chief Financial Officer for accounting services provided during the period ended December 31, 2019. The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer's sole property is the Louise Lake Property located near Smithers, British Columbia, consisting of eight mineral claims. The Issuer has the option of acquiring a 75% interest in the Louise Lake Property, subject to a 2% NSR royalty, as set out in the Property Option Agreement (see "General Development of the Business" above). During the period ended December 31, 2019, the Issuer incurred $121,544 in exploration and evaluation asset expenditures which was comprised of an initial $7,673 cash payment to the Optionors, along with the issuance of $2,000 in Common Shares pursuant to the Property Option Agreement, $15,401 for reports and administration, $4,690 for assays and testing, $29,879 for geological consulting, $38,336 for a ground magnetic survey, $2,090 for mapping and surveying and $21,475 for travel and accommodation. In order to exercise the Option under the Property Option Agreement, the Issuer is required to pay $10,000 in cash to the Optionors on or before the first anniversary of the effective date of the Property Option Agreement, and thereafter is not required to make any exploration expenditures on the Louise Lake Property or make further Common Share issuances to the Optionors until 12 months after the Listing Date of the Common Shares under this Offering (the Optionors subsequently agreed to delay the date for completion of the $10,000 cash payment to August 8, 2020). For a summary of the Issuer's payment and exploration expenditure obligations under the Property Option Agreement, see "General Development of the Business" above. In order to meet future exploration commitments and cash payments, the Issuer will require additional capital resources.

As of June 30, 2020, the Issuer had a working capital deficiency of $(30,796). The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance the Louise Lake Property through further exploration in order to bring the Louise Lake Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going-concern basis, which implies that the Issuer will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Issuer were unable to achieve and maintain profitable operations.

DESCRIPTION OF THE OUTSTANDING SECURITIES

Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of common shares without par value. As of the date of this Prospectus, 8,200,001 Common Shares were issued and outstanding as fully paid and non-assessable shares.

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 Issuer and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, 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 Issuer, the remaining property and assets of the Issuer.

Options

As at the date of this Prospectus, there are 800,000 outstanding stock options granted to the Issuer's directors and Named Executive Officers. See "Options and Other Rights to Purchase Securities" below.

DESCRIPTION OF THE SECURITIES TO BE DISTRIBUTED

Offered Units

An aggregate of 4,000,000 Offered Units and up to 600,000 Over-Allotment Units are hereby offered at the Offering Price of $0.10 per Offered Unit. Each Offered Unit is comprised of one Unit Share and one Offered Warrant. The securities to be distributed pursuant to the Offering hereunder are qualified by this Prospectus and are more particularly described under the heading "Plan of Distribution".

Offered Warrants & Over-Allotment Warrants

Upon the completion of the Offering, an aggregate of 4,000,000 Offered Warrants will be issued by the Issuer. The Offered Warrants are governed by the terms and conditions set out in the certificates representing the Offered Warrants. Each Offered Warrant will entitle the holder thereof to acquire one Offered Warrant Share at an exercise price of $0.15 for a period of 24 months form the Closing Day. The certificates representing the Offered Warrants will also provide for the customary adjustment in the number of Offered Warrant Shares issuable on exercise of the Offered Warrants and/or the exercise price per Offered Warrant Share upon the occurrence of certain events. The Offered Warrants are transferable.

If the Over-Allotment Option is exercised in full, an additional 600,000 Over-Allotment Warrants will also be issued by the Issuer. Any Over-Allotment Warrants issued upon the exercise of the Over-Allotment Option will have the same terms and be subject to the same conditions as the Offered Warrants set-out above

Compensation Options

The Issuer has also agreed to grant to the Agent, Compensation Options entitling the Agent to purchase that amount of Common Shares as is equal to 10% of Common Shares to be issued pursuant to this Offering, with an exercise price that is equal to the Offering Price for a period of 24 months from the Closing Day.

Additional Common Shares

The Issuer has also agreed to issue 100,000 Corporate Finance Fee Shares to the Agent as part of the Corporate Finance Fee (see "Plan of Distribution" below). See "General Development of the Business" above and "Plan of Distribution" below.

Reserved for Issuance

After the completion of the Offering, up to 5,300,000 Common Shares will be reserved for issuance as follows:

Description of Securities	**Number of Common Shares Reserved for Issuance**
Offered Warrant Shares(1)	4,000,000
Common Shares issuable upon the exercise of the Options issued under the Stock Option Plan	800,000
Compensation Shares(2)	400,000
Common Shares issuable under the Property Option Agreement(3)	100,000
TOTAL	**5,300,000**

Notes:
(1) To be issued upon the exercise of the Offered Warrants. In the event the Over-Allotment Option is exercised in full, a further 600,000 Over-Allotment Unit Shares and 600,000 Over-Allotment Warrants will be issued and a further 600,000 Over-Allotment Warrant Shares will be reserved for issuance.
(2) To be issued upon the exercise of the Compensation Options. In the event the Over-Allotment Option is exercised in full, a further 60,000 Compensation Options will be issued to the Agent and a further 60,000 Compensation Shares will be reserved for issuance.
(3) Assuming the full exercise of the Option.

See "Plan of Distribution" for further details of the Offering.

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Issuer's capitalization since incorporation and after giving effect to the Offering:

Description	**Authorized Amount**	**Authorized at the date of this Prospectus**	**Outstanding as at March 31, 2020 (Unaudited)**	**Outstanding as at December 31, 2019 (Audited)**	**Outstanding at the date of this Prospectus (Unaudited)**	**Outstanding after giving effect to this Offering (Unaudited)(1)(2)**
Common Shares	Unlimited	Unlimited	8,200,001	8,200,001	8,200,001	12,300,001
Long Term Debt	Nil	Nil	Nil	Nil	$10,000(3)	$10,000(3)

Notes:
(1) As partial consideration for the sale of Offered Units pursuant to this Prospectus, the Issuer has agreed to grant the Agent Compensation Options entitling the Agent to purchase up to that amount of Common Shares as is equal to 10% of the number of Offered Units issued pursuant to this Offering, including any Over-Allotment Units sold under the Over-Allotment Option. The Compensation Options may be exercised at a price of $0.10 per Common Share for a period of 24 months from the Closing Day. This Prospectus qualifies the distribution of the Compensation Options and Corporate Finance Fee Shares to the Agent to the extent that such Compensation Options and Corporate Finance Fee Shares constitute Qualified Compensation Securities. The Common Shares issuable on exercise of the Compensation Options and Over-Allotment Option are not reflected in these figures.

(2) Includes the 100,000 Corporate Finance Fee Shares to be issued to the Agent as part of the Corporate Finance Fee, but does not include any Over-Allotment Unit Shares issued upon any exercise of the Over-Allotment Option (up to 600,000 Over-Allotment Unit Shares), the exercise of any Offered Warrants (up to 4,000,000 additional Common Shares), the exercise of any Over-Allotment Warrants (up to 600,000 Over-Allotment Warrant Shares), the exercise of any Compensation Options (up to 460,000 Compensation Shares) or the exercise of any stock options granted under the Stock Option Plan (up to 800,000 additional Common Shares).
(3) In July 2020 the Issuer received loans in the amount of $10,000 from arm's length parties. The loans have a term of one year plus one day, bear interest of 2% per month, and are unsecured. The Issuer may repay the loan and accrued interest in full at any time.

OPTIONS TO PURCHASE SECURITIES

The Stock Option Plan was approved by the Issuer's directors on February 24, 2020. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "eligible persons") of the Issuer and of its affiliates and to closely align the personal interests of such eligible persons with the interests of the Issuer and its shareholders.

The Stock Option Plan provides that so long as the Issuer is a non-reporting issuer, the maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan shall be that number equal to 15% of the Issuer's then issued share capital on the date on which an option is granted.

From the date that the Issuer becomes a reporting issuer with its Common Shares listed on a stock exchange (in this section, the "Listing Date"), the Stock Option Plan provides that the aggregate number of Common Shares reserved for issuance will be 10% of the number of Common Shares of the Issuer issued and outstanding from time to time.

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

Options may be granted under the Stock Option Plan to such eligible persons of the Issuer and its affiliates, if any, as the Board may from time to time designate, including, but not limited to directors, senior officers, employees of the Issuer, consultants (as defined in National Instrument 45-106 – *Prospectus Exemptions*), employees of an external management company or a corporation controlled by a consultant of the Issuer and its subsidiaries, or an eligible charitable organization. The exercise prices shall be determined by the Board, but shall, in no event, be less than the greater of the closing market price of the Issuer's shares on the Exchange on (i) the trading day prior to the date of grant of the Options and (ii) the date of grant of such Options.

The Stock Option Plan provides that after the Listing Date, the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance within a one-year period: (i) to any one individual upon the exercise of all stock options held by such individual, may not exceed 5% of the Common Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Issuer, (ii) to any one consultant may not exceed 2% in the aggregate of the total number of Common Shares issued and outstanding on the grant date on a non-diluted basis, or (iii) to all persons who undertake Investor Relations Activities (as defined in the CSE policies) may not exceed 1% in the aggregate of the total number of issued and outstanding Common Shares on the grant date on a non-diluted basis. Subject to earlier termination in the event of dismissal for cause, early retirement, voluntary resignation or termination other than for cause, or in the event of death or disability, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than 10 years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession. Options are exercisable by an eligible person under the Stock Option Plan delivering to the Issuer a notice specifying the number of Common Shares in respect of which the option is exercised together with payment in full of the option price.

The following table sets out information about the Options issued and outstanding pursuant to the Stock Option Plan as of the date hereof:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
All executive officers and past executive officers as a group (2 persons)	Common Shares	500,000	$0.10	February 24, 2023
All directors and past directors who are not also executive officers as a group (3 persons)	Common Shares	300,000	$0.10	February 24, 2023

Compensation Options

The Issuer will issue to the Agent, Compensation Options for the purchase of up to that number of Common Shares as is equal to 10% of the aggregate number of Offered Units of the Issuer issued pursuant to the Offering, including any Over-Allotment Units sold under the Over-Allotment Option, exercisable at a price of $0.10 per Common Share for a period of 24 months from the Closing Day.

PRIOR SALES

The following table summarizes the sales of securities of the Issuer for the 12 month period prior to the date of this Prospectus:

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Issuer
April 17, 2019	$1.00	1	$1.00
April 24, 2019	$0.005	2,000,000	$10,000.00
July 8, 2019	$0.02	100,000(1)	$Nil
July 17, 2019	$0.02	3,000,000(2)	$60,000.00
July 29, 2019	$0.02	1,000,000(3)	$20,000.00
September 5, 2019	$0.05	2,100,000	$105,000.00
	TOTAL:	**8,200,001**	**$195,001.00**

Notes:
(1) 100,000 Common Shares were issued to the Optionors pursuant to the Property Option Agreement, and no cash proceeds were received by the Issuer.
(2) Of which 3,000,000 shares were issued as flow-through Common Shares.
(3) Of which 1,000,000 shares were issued as flow-through Common Shares.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals (as defined below) are required to be held in escrow in accordance with the escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Issuer are subject to the escrow requirements set out in National Policy 46-201 – *Escrow for Initial Public Offerings*.

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

(a) directors and senior officers of the Issuer, as listed in this Prospectus;

(b) promoters of the Issuer during the two years preceding this Offering;

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

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

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

The Principals of the Issuer are Gary Musil, Nancy Kawazoe, James Place, Twila Jensen and John Masters.

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

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

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Issuer or of a material operating subsidiary, with approval of the Board of Directors;

(b) transfers to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities;

(c) transfers to a person or company that after the proposed transfer will (i) hold more than 10% of the voting rights attached to the Issuer's outstanding securities; and (ii) has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries;

(d) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;

(e) transfers upon bankruptcy to the trustee in bankruptcy;

(f) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; or

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

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement as of the date of this Prospectus:

Name	**No. of Escrowed Common Shares(1)(2)**	**Percentage of Common Shares (After Giving Effect to the Offering)(3)(4)**
Gary Musil	1,700,001 owned beneficially and of record	13.82%

Name	No. of Escrowed Common Shares[(1)(2)]	Percentage of Common Shares (After Giving Effect to the Offering)[(3)(4)]
Nancy Kawazoe	100,000 owned beneficially and of record	0.81%
James Place	100,000 owned beneficially and of record	0.81%
Twila Jensen	100,000 owned beneficially and of record	0.81%

Notes:
(1) Such Common Shares have been deposited in escrow with the Escrow Agent.
(2) Pursuant to an escrow agreement (the "Escrow Agreement") dated effective April 27, 2020, among the Issuer, the Escrow Agent and certain Principals of the Issuer, the Principals agreed to deposit in escrow their Common Shares (the "Escrowed Securities") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every 6-month interval thereafter, over a period of 36 months.
(3) Includes the 100,000 Corporate Finance Fee Shares; in result, the aggregate number of issued and outstanding Common Shares after completion of the Offering would total 12,300,001 Common Shares.
(4) Assumes that none of the principal shareholders purchase any Offered Units under the Offering.

Shares Subject to Resale Restrictions

Those securities which are issued to the Agent and which do not constitute Qualified Compensation Securities will be subject to a four month and one day hold period, in accordance with applicable securities laws.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, as of the date of this Prospectus, no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Issuer's Common Shares except for the following:

Prior to the Offering			After Giving Effect to the Offering		
Name	Number of Common Shares Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held[(1)(2)]	Percentage of Common Shares Held[(1)(3)]
Gary Musil	1,700,001 owned beneficially and of record	20.73%	1,700,001 owned beneficially and of record	13.82%	11.19%[(4)]
Laura England	1,000,000 owned beneficially and of record	12.20%	1,000,000 owned beneficially and of record	8.13%	5.33%
A. Salman Jamal	1,000,000 owned beneficially and of record	12.20%	1,000,000 owned beneficially and of record	8.13%	5.33%

Notes:
(1) Assuming the principal shareholders do not purchase any Offered Units under the Offering. Does not include exercise of the Compensation Options, the Offered Warrants, the Over-Allotment Option or the Over-Allotment Warrants.
(2) Includes the 100,000 Corporate Finance Fee Shares.
(3) On a fully-diluted basis, assuming completion of the Offering, the issuance of the Corporate Finance Fee Shares, and the

exercise of: (i) all 800,000 stock options, (ii) 4,000,000 Offered Warrants; (iii) 460,000 potential Compensation Options (assuming the exercise of the Over-Allotment Option); and (iv) the Over-Allotment Option (including the 600,000 Over-Allotment Unit Shares and the exercise of all 600,000 Over-Allotment Warrants), being 18,760,001 Common Shares in total.
(4) Includes the exercise of 400,000 stock options held by Mr. Musil.

DIRECTORS AND OFFICERS

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

Name and Province of Residence and Position with the Issuer	**Director/ Officer Since**	**Principal Occupation for the Past Five Years**	**Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)**
Gary Musil British Columbia, Canada *Chief Executive Officer, President, and Director*	Chief Executive Officer, President and Director since April 17, 2019	Businessman; Chief Financial Officer and Director of Belmont Resources Inc. (TSX-V, FSE) from December 1999 to present); Currently the Chief Executive Officer, President and a director of International Montoro Resources Inc. (TSX-V, FSE); Chief Financial Officer & director of Highbank Resources Ltd. (TSX-V, FSE) from December 1988 to present); Owner/Consultant of Musil G. Consulting Services Ltd.	1,700,001 20.73%
Nancy Kawazoe British Columbia, Canada *Chief Financial Officer, Corporate Secretary and Director*	Chief Financial Officer and Corporate Secretary since April 17, 2019	Businesswoman; since 1992 has worked as a consultant providing financial and regulatory reporting services to numerous public and private companies, primarily focused on venture capital and resource development.	100,000 1.22%
James Place(1) British Columbia, Canada *Director*	Director since April 17, 2019	2001 to present – Owner/Consultant of Geomorph Consulting; Chief Executive Officer/President Belmont Resources Inc. (TSXV, FSE) from February 2018 to November 2019; Chief Executive Officer/President of Highbank Resources Ltd. (TSXV, FSE) since 2016, and a director of Lodge Resources Inc. (CSE, FSE) from 2018 to April 2020.	100,000 1.22%
Twila Jensen(1) British Columbia, Canada *Director*	Director since April 17, 2019	Businesswoman; Senior Capital Markets Strategist of Stockhouse Publishing since November 2013 and served as a director of several companies, including Altum Resource Corp. since March 2020, Crop Infrastructure Corp. from May 2018 to November 2019, Golden Lake Exploration Inc. since May 2018, Durango Resources Inc. since November 2015 and BTU Metals Corp. from December 2016 to April 2019.	100,000 1.22%

Name and Province of Residence and Position with the Issuer	Director/ Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
John Masters(1) British Columbia, Canada *Director*	Director since December 24, 2019	Chief Financial Officer and Corporate Secretary of Sky Gold Corp. (formerly Sunvest Minerals Corp.) since September 2016 and a director since July 2016; director and Corporate Secretary of Sienna Resources Inc. since October 2015; director and Corporate Secretary of Infinite Ore Corp. (formerly Infinite Lithium Corp.) since February 2010 and Chief Financial Officer since February 2014; director, Chief Financial Officer and Corporate Secretary of Golden Lake Exploration since July 26, 2019; Vice President of England Communications Ltd., a private company, from May 2010 to present	Nil

Note:
(1) Denotes a member of the Audit Committee of the Issuer.

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

The Issuer has one committee, the audit committee, comprised of John Masters (Chairperson), James Place and Twila Jensen.

The following is a brief description of the background of the key management, directors and promoters of the Issuer.

Gary Musil, *Chief Executive Officer, President and Director*

Mr. Musil is the Chief Executive Officer, President and a director of the Issuer and provides his services to the Issuer on a part-time basis. He has served the Issuer as Chief Executive Officer, President and a director since April 17, 2019. He will devote approximately 20% of his time to the affairs of the Issuer. His responsibilities with the Issuer in his capacity as Chief Executive Officer and President include managing day-to-day operations of the Issuer, executing policies implemented by the Board of Directors and reporting back to the Board.

Mr. Musil has more than 30 years of management and financial consulting experience and has served as an officer and director on numerous public companies since 1988. This experience has resulted in his overseeing the financial aspects and expenditures on exploration projects in Peru, Chile, Eastern Europe (Slovak Republic), and British Columbia, Ontario, Quebec and New Brunswick (Canada). Previously, he was employed for 15 years with Dickenson Mines Ltd. and Kam-Kotia Mines Ltd. as a Controller for the producing silver/lead/zinc mine in the interior of British Columbia Canada. Mr. Musil currently serves as an Officer/Director on several public companies listed on the TSX Venture Exchange. Mr. Musil received a Diploma in Business Administration from Selkirk College (British Columbia) in 1970.

Mr. Musil is an independent contractor of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 69 years of age.

Nancy Kawazoe, *Chief Financial Officer, Corporate Secretary and Director*

Ms. Kawazoe has been a director, Chief Financial Officer, and Corporate Secretary of the Issuer since April 17, 2019 and provides her services to the Issuer on a part-time basis. She will devote approximately 20% of her time to the affairs of the Issuer. As an officer and director, she is responsible for daily management of the Issuer.

Ms. Kawazoe is a businesswoman and has extensive experience with reporting issuers, having worked with numerous public companies traded on the TSX, TSX Venture Exchange, CSE, and OTCQ providing office management and bookkeeping services. Ms. Kawazoe has over 30 years of experience working in the venture capital markets within management, financial, and regulatory reporting roles. She has worked with dozens of public companies across North America and on projects located in North and South America, Africa, Europe, and Asia in the past three decades. Ms. Kawazoe received her Bachelor of Commerce from the University of British Columbia in 1987.

Ms. Kawazoe is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer and is 56 years of age.

James Place, *Director*

Mr. Place has been a director of the Issuer since April 17, 2019 and provides his services to the Issuer on a part-time basis. He will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Place is a professional geoscientist (registered in BC) with more than 30 years of experience in the base and precious metals, as well as industrial minerals and aggregate mining, heavy construction, and engineering fields. He has worked on all phases of mineral projects from exploration and permitting through to testing development, marketing, production, and reclamation; primarily in western North America. Mr. Place has held management and director positions with several public companies (Belmont Resources Inc, Highbank Resources Ltd, Edison Cobalt Inc, Lodge Resources Inc, Bankers Cobalt Inc.), government, engineering companies, and environmental consulting companies. Mr. Place received a Bachelor of Science degree in Physical Geography and Resource Management from the University of Victoria (BC) in 1983 and has been a registered professional Geoscientist (BC) since 1992.

Mr. Place is not an independent contractor or employee of the Issuer, has not entered into a non-competition or nondisclosure agreement with the issuer and is 59 years of age.

Twila Jensen, *Director*

Ms. Jensen has been a director of the Issuer since April 17, 2019 and provides her services to the Issuer on a part-time basis. She will devote approximately 10% of her time to the affairs of the Issuer. As a director, she is responsible for directing and overseeing management of the Issuer.

Ms. Jensen is a businesswoman and has extensive experience with reporting issuers, having served as a director of various public companies traded on the TSX Venture Exchange and the CSE. Ms. Jensen has over 18 years of experience working in the capital markets within sales and marketing roles and as an independent director. She has worked with hundreds of public companies across North America in various sectors over the last two decades. Ms. Jensen currently serves as a director for Golden Lake Exploration Inc., Durango Resources Inc. and Altum Resource Corp.

Ms. Jensen is not an independent contractor or employee of the Issuer, has not entered into a non-competition or nondisclosure agreement with the Issuer and is 36 years of age.

John Masters, *Director*

Mr. Masters has been a director of the Issuer since December 24, 2019 and provides his services to the Issuer on a part-time basis. He will devote approximately 10% of his time to the affairs of the Issuer. As a director, he is responsible for directing and overseeing management of the Issuer.

Mr. Masters is a businessman and provides management consulting and corporate finance services to public and private companies. He has over a decade of experience with reporting issuers, and is currently a director of Sky Gold Corp. and Sienna Resources Inc., as well as the Chief Financial Officer and a director of Golden Lake Exploration Inc. Mr. Masters received a diploma in Business Administration from Confederation College (Ontario) in 1979.

Mr. Masters is not an independent contractor or employee of the Issuer, has not entered into a non-competition or non-disclosure agreement with the Issuer and is 61 years of age.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge, except as disclosed below:

(a) no director or executive officer of the Issuer is as of the date hereof, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director or executive officer of that company, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days;

(b) no director or executive officer of the Issuer is as of the date hereof, or within the ten years prior to the date hereof ceased to be a director or executive officer of any other company that, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the director, executive officer or promoter ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in the capacity as director or executive officer; and

(c) no director, executive officer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is as of the date hereof, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On July 5, 2016, at a time when James Place was a director of Nomad Ventures Inc. ("Nomad"), a cease trade order was issued to Nomad by the British Columbia Securities Commission for failing to file annual audited financial statements and a Form 51-102F1 management's discussion and analysis for the year ended February 29, 2016. The required financial statements and management's discussion and analysis were subsequently filed and a revocation order from the British Columbia Securities Commission was issued on August 16, 2016.

On July 8, 2015, at a time when John Masters was an officer of Vertical Exploration Inc., formerly Cavan Ventures Inc. ("Cavan"), a cease trade order was issued to Cavan by the British Columbia Securities Commission for failing to file annual audited financial statements for the year ended February 28, 2015, and a Form 51-102F1 management's discussion and analysis for the period ended February 28, 2015. The required financial statements and management's discussion and analysis were subsequently filed and a revocation order from the British Columbia Securities Commission was issued on April 27, 2017.

Penalties or Sanctions

To the Issuer's knowledge, no director or executive officer of the Issuer, or any shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or 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

Except as disclosed below, to the Issuer's knowledge, no existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the issuer is as of the date hereof, or within the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Ms. Jensen declared personal bankruptcy on March 29, 2010 and was subsequently discharged from her personal bankruptcy on January 7, 2011.

On May 19, 2016, John Masters was a consumer debtor in connection with a consumer proposal in British Columbia, which was fully performed and discharged effective April 7, 2017.

Conflicts of Interest

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

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

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

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

(a) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) 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 National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each a "**Named Executive Officer**").

During the period ended December 31, 2019, the Issuer had two individuals who were Named Executive Officers, namely (i) Gary Musil, who was appointed the Chief Executive Officer and President of the Issuer on April 17, 2019 and (ii) Nancy Kawazoe, who was appointed Chief Financial Officer and Corporate Secretary of the Issuer on April 17, 2019.

Compensation Discussion and Analysis

In assessing the compensation of its Named Executive Officers, the Issuer does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Prospectus, the Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Issuer. The satisfactory discharge of such duties is subject to ongoing monitoring by the Issuer's directors.

The Issuer's Named Executive Officer compensation during the most recently completed financial period ended

December 31, 2019 was determined and administered by the Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Issuer's Named Executive Officers and for evaluating their performance.

It is expected that once the Issuer becomes a reporting issuer, base salary will be the principal component of Named Executive Officer compensation. The base salary for each Named Executive Officer will be based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable junior mining companies. Individual and corporate performance will also be taken into account in determining base salary levels.

Another component of Named Executive Officer compensation is the grant of stock options pursuant to the Issuer's Stock Option Plan. The objective of this compensation component is to attract, retain and motivate certain persons of training, experience and leadership as key service providers to the Issuer, including its directors, Named Executive Officers and employees and to advance the interest of the Issuer by providing such persons with additional compensation and the opportunity to participate in the success of the Issuer.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Issuer, or companies they control for the provision of management or consulting services. Such services are paid for by the Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Issuer's directors and Named Executive Officers, for the period ended December 31, 2019:

Name and principal position	Year	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
Gary Musil *Chief Executive Officer, President and Director*(1)	2019	Nil	Nil	Nil	Nil	Nil	Nil	$15,000(3)	$15,000
Nancy Kawazoe *Chief Financial Officer and Corporate Secretary*(2)	2019	Nil	Nil	Nil	Nil	Nil	Nil	$4,500(4)	$4,500

Notes:

(1) Gary Musil was appointed Chief Executive Officer, President and a director on April 17, 2020.

(2) Nancy Kawazoe was appointed Chief Financial Officer, Corporate Secretary and a director on April 17, 2020.

(3) The Issuer paid an aggregate amount of $15,000 in fees to Musil G. Consulting Services Ltd., a private company controlled by the Issuer's Chief Executive Officer and President, pursuant to a consulting agreement.

(4) The Issuer accrued $4,500 to Ms. Kawazoe for accounting services for the period ended December 31, 2019, of which $1,500 was paid and $3,000 remains in accounts payable as of December 31, 2019.

Director Compensation Table

The table below sets out the compensation of directors that are not also Named Executive Officers of the Issuer, for the period ended December 31, 2019:

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
James Place *Director*(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Twila Jensen *Director*(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Masters *Director*(3)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
(1) James Place was appointed a director on April 17, 2019.
(2) Twila Jensen was appointed a director on April 17, 2019.
(3) John Masters was appointed a director on December 24, 2019.

External Management Companies

Of the Issuer's Named Executive Officers, neither Gary Musil nor Nancy Kawazoe is or was an employee of the Issuer.

As of the date of this Prospectus, the Issuer has not executed any employment, consulting or management agreements with any of its directors or Named Executive Officers, other than the consulting agreement with Musil G. Consulting Services Ltd., a private company controlled by Gary Musil.

Stock Options and Other Compensation Securities

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Issuer to achieve the longer-term objectives of the Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Issuer. See "Options to Purchase Securities" above for a description of the material terms of the Issuer's Stock Option Plan.

There were no stock options or other compensation securities granted or issued during the most recent financial year, and 800,000 stock options have been issued as at the date of this Prospectus.

Proposed Compensation

During the next 12 months, the Issuer proposes to pay the following compensation to its Named Executive Officers and directors:

Name and Principal Position	Salary	All Other Compensation	Total Compensation
Gary Musil *Chief Executive Officer and President*	Nil	$30,000(1)	$30,000
Nancy Kawazoe *Chief Financial Officer and Corporate Secretary*	Nil	$12,000(2)	$12,000
James Place *Director*	Nil	Nil	Nil

Name and Principal Position	Salary	All Other Compensation	Total Compensation
Twila Jensen *Director*	Nil	Nil	Nil
John Masters *Director*	Nil	Nil	Nil

Notes:
(1) A private company controlled by Mr. Musil will provide consulting services to the Issuer for a fee of $2,500 per month.
(2) The Issuer does not currently have any agreement in place with respect to compensation to be provided to Ms. Kawazoe in her role as Chief Financial Officer. Ms. Kawazoe provides bookkeeping and accounting services to the Issuer, pursuant to which she is compensated for services rendered. It is anticipated by the Issuer that Ms. Kawazoe will receive approximately $12,000 for providing such services to the Issuer over the next 12 months.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Issuer or any associate of any of them, was indebted to the Issuer as at December 31, 2019, or is currently indebted to the Issuer at the date of this Prospectus.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

National Instrument 52-110 – *Audit Committees* ("NI 52-110"), NI 41-101 and Form 52-110F1 require the Issuer to disclose certain information relating to the Issuer's audit committee (the "Audit Committee") and its relationship with the Issuer's independent auditors.

Audit Committee Charter

The text of the Audit Committee's charter is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Audit Committee are set out below:

James Place	Independent(1)	Financially literate(2)
Twila Jensen	Independent(1)	Financially literate(2)
John Masters (Chairperson)	Independent(1)	Financially literate(2)

Notes:
(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
(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 Issuer's financial statements.

Relevant Education and Experience

Each member of the Issuer'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:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

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

(c) 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 Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

James Place: Mr. Place is a businessman with experience in financial matters and has an understanding of accounting principles used to prepare financial statements. As a director and senior officer of other public companies, Mr. Place has many years of experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting of public companies in Canada.

Twila Jensen: Ms. Jensen has numerous years of experience with mineral exploration and mining development companies and is familiar with the financial reporting requirements applicable to public companies in Canada. Ms. Jensen is also a current member of the audit committee of Golden Lake Exploration Inc. and Durango Resources Inc.

John Masters: Mr. Masters holds a business administration diploma. He is a director and Chief Financial Officer of several public companies, has served as a member of the audit committee of several reporting issuers, and is familiar with the financial reporting requirements applicable to public companies in Canada.

See "Directors and Officers" above for further details.

Audit Committee Oversight

The Audit Committee was established on April 9, 2020 and will, among other things, make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer's most recently completed financial period has the Issuer relied on the exemptions in Sections 2.4, 3.2, 3.4, 3.5, 3.6 or Part 8 of NI 52-110, or an exemption from subsections 3.3(2) of NI 52-110. The Issuer is relying on the exemption in Section 6.1 of NI 52-110 regarding the composition of the audit committee and reporting obligations.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Issuer's external auditors and approve in advance the provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services engaged by the Issuer. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairperson of the Audit Committee deems is necessary and the Chairperson will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration and, if thought fit, approval in writing.

External Auditor Service Fees

The following table sets out the aggregate fees billed by the Issuer's external auditor in its only fiscal year since incorporation in the category of fees described:

	December 31, 2019
Audit Fees	$12,000
Audit Related Fees	Nil
Tax Fees	Nil
All Other Fees	Nil
TOTAL:	**$12,000**

Note:
(1) The audit fees for the year ended December 31, 2019 are estimates as the audit work was completed and billed in a subsequent year.

Exemption

As per Section 223 of the *Business Corporations Act* (British Columbia), the Issuer is not a public company or a financial institution and as such, was not required to establish an Audit Committee at the first annual meeting following incorporation.

Corporate Governance

General

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Issuer. In addition, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Issuer of its corporate governance practices. This disclosure is presented below.

Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors within the meaning of NI 52-110.

The Board is currently comprised of five directors, of whom James Place, Twila Jensen and John Masters are independent for the purposes of NI 52-110. Gary Musil is not independent as Mr. Musil serves as Chief Executive Officer and President of the Issuer, and Nancy Kawazoe is not independent as Ms. Kawazoe serves as Chief Financial Officer and Corporate Secretary of the Issuer. Therefore, the Board is comprised of a majority of independent directors, and, in order to further facilitate the exercise of independent supervision over the Issuer's management, the Board carefully examines the issues before it, consults with outside counsel and other advisors as necessary and encourages the independent directors to regularly and independently confer amongst themselves.

Directorships

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

Name	Reporting Issuer (Exchange/Market: Trading Symbol)
Gary Musil	International Montoro Resources Inc. (TSX.V: IMT) Highbank Resources Ltd. (TSX.V: HBK) Belmont Resources Inc. (TSX.V: BEA)
Nancy Kawazoe	N/A
James Place	Highbank Resources Ltd. (TSX.V: HBK) Belmont Resources Inc. (TSX.V: BEA)
Twila Jensen	Durango Resources Inc. (TSX.V: DGO) Golden Lake Exploration Inc. (CSE: GLM)

Name	Reporting Issuer (Exchange/Market: Trading Symbol)
John Masters	Sky Gold Corp. (TSX.V: SKYG) Golden Lake Exploration Inc. (CSE: GLM) Infinite Ore Corp. (TSX.V: ILI) Sienna Resources Inc. (TSX.V: SIE)

Board Mandate

The Board of Directors has not adopted a written mandate or code delineating the Board's roles and responsibilities, since it believes it is adequately governed by the requirements of applicable corporate and securities common and statute law which provide that the Board has responsibility for the stewardship of the Issuer. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Issuer's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Issuer's internal control and management information systems.

Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Issuer's business, assets and industry and on the responsibilities of directors. Meetings of the Board are sometimes held at the Issuer's offices and, from time to time, are combined with presentations by the Issuer's management to give the directors additional insight into the Issuer's business. In addition, management of the Issuer makes itself available for discussion with all members of the Board.

Ethical Business Conduct

The Board of Directors has not adopted a formal code of business conduct and ethics. The Board has found that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee and these functions are currently performed by the Board as a whole, however, if there is a change in the number of directors required by the Issuer, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Issuer to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committee other than the Audit Committee.

Assessments

Due to the minimal size of the Board of Directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

The Offering consists of 4,000,000 Offered Units at a price of $0.10 per Offered Unit, to raise gross proceeds of $400,000, assuming the Over-Allotment Option is not exercised, and will be conducted through the Agent in the provinces of British Columbia and Alberta.

Pursuant to the Agency Agreement, the Issuer has engaged the Agent as its exclusive agent for the purposes of the Offering. The Offering Price and terms of the Offering were established through negotiation between the Issuer and the Agent, in accordance with the policies of the Exchange. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered Units offered pursuant to the Offering in the provinces of British Columbia and Alberta. This Prospectus qualifies the distribution of the Offered Units to Subscribers in those jurisdictions. The Agent may offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the Agent's Commission or Compensation Options derived from this Offering.

The Agent may terminate its obligations under the Agency Agreement by notice in writing to the Issuer at any time before the Closing if, on the basis of its assessment of the state of the financial markets or the market for the Offered Units, the Offered Units cannot be marketed profitably or upon the occurrence of certain other stated events. The Agent may also terminate its obligations under the Agency Agreement at any time upon the occurrence of certain events, such as the breach of any term of the Agency Agreement by the Issuer.

The Agency Agreement provides that if the Agent exercises its right to terminate the Agency Agreement, then the Issuer will immediately issue a press release setting out particulars of the termination.

The Issuer has agreed to (i) pay the Agent (A) a cash Agent's Commission equal to 10% of the aggregate Offering Price of the Offered Units sold under the Offering; and, if applicable, the Over-Allotment Option and (B) a cash Corporate Finance Fee of $30,000; and (ii) to issue 100,000 Corporate Finance Fee Shares. In addition, upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Compensation Options entitling the holder thereof to purchase that number of Common Shares equal to 10% of the number of Offered Units issued pursuant to this Offering and if applicable, the Over-Allotment Option. The Compensation Options will be exercisable at a price of $0.10 per Common Share for a period of 24 months from the Closing Day.

The Issuer has agreed to ensure that the directors and officers of the Issuer will execute a written acknowledgement agreeing not to directly or indirectly sell, agree to sell or announce any intention to sell any Common Shares or other securities of the Issuer for a period of 90 days from the Closing Day.

The Issuer has granted to the Agent an Over-Allotment Option exercisable, in whole or in part, up to 48 hours prior to Closing, to sell an additional number of Offered Units up to a maximum of 600,000 Offered Units. The Over-Allotment Option and the Over-Allotment Units are also qualified for distribution under this Prospectus.

Pursuant to NI 41-101 the aggregate number of securities which may be distributed under a prospectus to an Agent as compensation must not exceed 10% of the Offered Units offered pursuant to this Prospectus, which in the case of this Offering (and assuming the exercise of the Over-Allotment Option in full) is 460,000 securities. For the purposes of this Offering, any combination of the following, totalling 460,000 securities, are Qualified Compensation Securities and are qualified for distribution by this Prospectus: (i) up to 100,000 Corporate Finance Fee Shares; and (ii) up to a maximum of an aggregate 460,000 Compensation Options. To the extent that the Agent is entitled to receive securities as compensation exceeding 10% of the Offering and the Over-Allotment Option, those securities exceeding the 10% threshold will not be Qualified Compensation Securities, will not be qualified for distribution under this Prospectus and will be subject to a hold period in accordance with applicable securities laws.

This Offering is subject to the completion of a minimum subscription of 4,000,000 Offered Units for gross proceeds to the Issuer of $400,000, which proceeds shall be held by the Agent pending the completion of the Offering. The Offering will remain open until the date that is 90 days after a receipt is issued for the final Prospectus, unless an amendment to the final Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the final Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the final Prospectus. If the minimum subscription is not completed within the distribution period for the Offering, all subscription monies will be returned to Subscribers without interest or deduction.

The Issuer has applied to list its Common Shares on the CSE and has received conditional approval for the listing of its Common Shares thereon. Listing of the Common Shares on the CSE will be subject to the Issuer fulfilling all of the requirements of the CSE, including the public distribution requirements. Confirmation of the Listing of the Common Shares on the Exchange as of the Closing Day is a condition of Closing. The Offered Warrants will not be listed.

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of 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.

Subscriptions for the Offered Units will be received and subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time. Upon rejection of a subscription, the subscription price and the subscription agreement will be returned to the Subscriber forthwith without interest or deduction.

RISK FACTORS

The Issuer is in the business of exploring mineral properties, which is a highly speculative endeavor. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a major portion of an individual's 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 Issuer's securities prior to purchasing any of the securities offered hereunder.

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities and for the exploration and development of the Louise Lake Property, including conducting Phase 2 of the recommended exploration program set out in the Technical Report, if warranted, the Issuer will require additional funds which may be obtained through 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 Issuer and might involve substantial dilution to existing shareholders. The Issuer 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 Issuer's business, financial condition and results of operations, and could result in the loss of the Issuer's interest in the Louise Lake Property. 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 Issuer 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, the price of commodities and/or the loss of key management personnel. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration or development, including further exploration, if warranted, at the Louise Lake Property.

Financing Risks

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

Limited Operating History and Negative Operating Cash Flow

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Louise Lake Property. The purpose of this Offering is to raise funds to carry out exploration and development on Louise Lake Property with the objective of establishing economic quantities of mineral reserves.

To the extent that the Issuer has a negative operating cash flow in future periods, the Issuer may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Issuer may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Issuer.

Resale of Shares

The continued operation of the Issuer 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 Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer 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 Issuer in creating revenues, cash flows or earnings. The value of Offered Units distributed hereunder will be affected by such volatility.

Before this Offering, there has been no public market for the Issuer's Common Shares. An active public market for the Common Shares might not develop or be sustained after this Offering. The Offering Price of the Offered Units has been determined by negotiations between the Issuer and representatives of the Agent, and such Offering Price will not necessarily reflect the prevailing market price of the Offered Units following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price to the public.

Pandemics, Natural Disasters, Terrorism or other Unforeseen Events

The outbreak of infectious disease or occurrence of pandemics, such as the recent outbreak of COVID-19; natural disasters; terrorism or other unanticipated events, in any of the areas in which the Issuer, its customers or its suppliers operate could cause interruptions in the Issuer's operations. In addition, pandemics, natural disasters, terrorism or other unforeseen events could negatively impact global supply chains, project development, operations, labour shortages, and financial markets and cause increase costs to the Issuer, which could have a material adverse effect on the Issuer's business, financial condition, results of operations and cash flows.

COVID-19 Outbreak

In December 2019, COVID-19 emerged and spread around the world causing significant business and social disruption. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the business, financial condition, results of operations and cash flows.

The outbreak of COVID-19 may cause disruptions to the Issuer's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of skilled workers, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Issuer relies, (iv) restrictions that governments impose to address the COVID-19 pandemic, and (v) restrictions that the Issuer and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Issuer's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Issuer's ability to carry out its business plans for 2020 in accordance with the "Use of Proceeds" section above, and may result in an increase in the total amount of funds the Issuer requires to carry out its planned exploration activities, including Phase 1 and, if warranted, Phase 2 of the recommended exploration program set out in the Technical Report.

Property Interests

The Issuer does not own the mineral rights pertaining to the Louise Lake Property. Rather, it holds an option to acquire up to a 75% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to explore and develop the Louise Lake Property so as to maintain its interests therein. If the Issuer loses or abandons its interest in the Louise Lake 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 Issuer, whether by way of option or otherwise, should the Issuer wish to acquire any additional properties.

In the event that the Issuer acquires a 75% interest in the Louise Lake Property, there is no guarantee that title to the Louise Lake Property will not be challenged or impugned. The Issuer's mineral property interests may be subject to prior unregistered agreements or transfers or aboriginal or indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on the Property, therefore, in accordance with the laws of the jurisdiction in which the Property is situated; its existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Issuer can give no assurance as to the validity of title of the Issuer to those lands or the size of such mineral lands.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Louise Lake Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Louise Lake Property 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 Louise Lake Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer 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 Louise Lake Property, there is no assurance that the Issuer will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Louise Lake Property.

Exploration and Development

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

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

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 Issuer 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 Issuer.

Permits and Government Regulations

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

Environmental Laws and Regulations

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

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

No Commercial Ore

The Louise Lake Property on which a portion of the proceeds of the Offering is to be expended does not contain any known amounts of commercial ore.

Competition

The mining industry is intensely competitive in all its phases and the Issuer competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Issuer's ability to acquire suitable properties or prospects in the future.

Management and Directors

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

The Issuer has made certain forward-looking statements in this Prospectus regarding the future plans and intentions of the Issuer. Investors are cautioned that while the Issuer presently believes such statements to be accurate, the current Board of Directors and management of the Issuer do not have the power to irrevocably bind future Boards of Directors, management or shareholders of the Issuer and, accordingly, cannot guarantee that such plans and intentions will be fulfilled by the Issuer, if any.

Fluctuating Mineral Prices

The Issuer'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 Issuer 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 Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. Currency fluctuations may affect the cash flow which the Issuer may realize from its operations, since most mineral commodities are sold in the world market in United States dollars. Additionally, the current COVID-19 pandemic and efforts to contain it, including restrictions on travel and other advisories issued may have a significant effect on metal prices. Declines in metal prices may have a negative side effect on the Issuer and on the trading value of the Common Shares.

Litigation

The Issuer may from time to time be involved in various claims, legal proceedings and disputes arising from disputes in relation to its mineral properties, including the Louise Lake Property, and in the ordinary course of business. If such disputes arise and the Issuer is unable to resolve these disputes favourably, it may have a material and adverse effect on the Issuer's profitability or results of operations and financial condition.

Conflicts of Interest

Certain of the directors of the Issuer serve as directors of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Issuer may participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the board of directors of the Issuer, a director who has such a conflict will abstain from voting for or against the approval of such a participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, the directors of the Issuer are required to act honestly, in good faith and in the best interests of the Issuer. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at that time.

Dividends

The Issuer does not anticipate paying any dividends on its Common Shares in the foreseeable future.

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.

The Issuer issued flow-through shares on July 17, 2019 and July 29, 2019 pursuant to flow-through subscription agreements with subscribers. Although the Issuer believes it has incurred or intends to incur expenditures as contemplated by those flow-through subscription agreements, there is a risk that expenditures incurred by the Issuer may not qualify as "Canadian exploration expenditures" ("CEE") or "Canadian development expense" ("CDE"), as such terms are defined in the Tax Act, or that any such resource expenses incurred will be reduced by other events including failure to comply with the provisions of the flow-through subscription agreements or of applicable income tax legislation. If the Issuer does not renounce to such subscribers CEE or CDE within the prescribed time period, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Issuer may need to indemnify such subscribers, on the terms included in the flow-through subscription agreements, for an amount equal to the amount of any tax payable or that may become payable under the Tax Act.

PROMOTERS

Gary Musil is considered to be a promoter of the Issuer in that he took the initiative in organizing the business of the Issuer. Mr. Musil beneficially holds, directly or indirectly, a total of 1,700,001 (20.73%) of the Issuer's currently issued and outstanding Common Shares. See "Principal Shareholders" and "Directors and Officers" above for further details.

LEGAL PROCEEDINGS

Neither the Issuer nor the Louise Lake Property is or has been the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory, and no such legal proceedings, penalties or sanctions are known by the Issuer to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors, senior officers and principal shareholders of the Issuer, a person or company that beneficially owns or controls or directs, directly or indirectly more than 10% of the Common Shares of the Issuer, or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Issuer has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND AGENT

The Issuer is not a related party or connected party to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). Members of the Agent's Pro Group hold 1,200,000 Common Shares of the Issuer, representing 14.63% of the issued and outstanding Common Shares of the Issuer as at the date of this Prospectus.

AUDITORS

The auditor of the Issuer is Davidson & Company LLP, Chartered Professional Accountants, of 1209 - 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Issuer is Endeavor Trust Corporation of 702 - 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer since the incorporation of the Issuer to the date of this Prospectus that are still in effect:

1. Consulting Agreement made among the Issuer, Musil G. Consulting Services Ltd. and Gary Musil, dated July 1, 2019.

2. Property Option Agreement made between the Issuer, S. Scott and B. Scott, dated July 8, 2019, as amended, referred to under "General Development of the Business".

3. Stock Option Plan approved by the Board of Directors on February 24, 2020 referred to under "Options to Purchase Securities".

4. Escrow Agreement among the Issuer, Endeavor Trust Corporation and certain Principals of the Issuer made as of April 27, 2020 referred to under "Escrowed Shares".

5. Agency Agreement between the Issuer and Haywood Securities Inc., dated for reference July 31, 2020 referred to under "Plan of Distribution".

A copy of any material contract and the Technical Report may be inspected during the Offering of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Issuer's offices at 600 - 625 Howe Street, Vancouver, British Columbia,V6C 2T6. As well, the Technical Report is available for viewing on SEDAR located at: www.sedar.com.

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Issuer or any associate or affiliate of the Issuer.

Certain legal matters related to this Offering will be passed upon on behalf of the Issuer by Lotz & Company and by DuMoulin Black LLP on behalf of the Agent. Jonathan Lotz, the principal of Lotz & Company owns 250,000 Common Shares in the capital of the Issuer, which represent 3.05% of the Issuer's issued and outstanding Common Shares as at the date of this Prospectus.

Legal matters referred to under "Eligibility for Investment" will be passed upon by Thorsteinssons LLP on behalf of the Issuer.

Jason McLaughlin, P.Geo., the Author of the Technical Report on the Louise Lake Property, is independent from the Issuer within the meaning of NI 43-101.

Davidson & Company LLP, Chartered Professional Accountants is the auditor of the Issuer. Davidson & Company LLP has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia (ICABC).

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provides Subscribers 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 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 contain a misrepresentation or is not delivered to the Subscriber, provided that the remedies for rescission, revisions of the price or damages are exercised by the Subscriber within the time limit prescribed by the securities legislation of the Subscriber's province or territory. The Subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

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

FINANCIAL STATEMENTS

Attached as Schedule "B" and forming part of this Prospectus are the audited financial statements of the Issuer for the period ended December 31, 2019, and the unaudited interim financial statements of the Issuer for the three month period ended March 31, 2020.

SCHEDULE "A"

<u>Audit Committee Charter</u>

See attached.

79 RESOURCES LTD.

AUDIT COMMITTEE CHARTER

1. Mandate and Purpose of the Committee

The Audit Committee (the "Committee") of the board of directors (the "Board") of 79 Resources Ltd. (the "Company") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

(a) the integrity of the Company's financial statements;

(b) the Company's compliance with legal and regulatory requirements, as they relate to the Company's financial statements;

(c) the qualifications, independence and performance of the Company's auditor;

(d) internal controls and disclosure controls;

(e) the performance of the Company's internal audit function;

(f) consideration and approval of certain related party transactions; and

(g) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Authority

The Committee has the authority to:

(a) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and

(b) communicate directly with the Company's auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

3. Composition and Expertise

The Committee shall be composed of a minimum of three members, each of whom is a director of the Company. The majority of the Committee's members must not be officers or employees of the Company or an affiliate of the Company.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chairman of the Committee. If the Chairman of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

4. Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least four times per year and as many additional times as the Committee deems necessary to carry out its duties. The Chairman shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee who are not officers or employees of the Company or an affiliate of the Company shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Business may also be transacted by the unanimous written consent resolutions of the members of the Committee, which when so approved shall be deemed to be resolutions passed at a duly called and constituted meeting of the Committee.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

5. Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

6. Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

7. Duties and Responsibilities

(a) Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, any auditor's report thereon, MD&A and related news releases, before they are published.

The Committee is also responsible for:

(i) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;

(ii) engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;

(iii) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability of thereof;

(iv) discussing with management any significant variances between comparative reporting periods; and

(v) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

(b) Auditor

The Committee is responsible for recommending to the Board:

(i) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(ii) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

(c) **Relationship with the Auditor**

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

(i) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;

(ii) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;

(iii) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and

(iv) meeting in camera with the auditor whenever the Committee deems it appropriate.

(d) **Accounting Policies**

The Committee is responsible for:

(i) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;

(ii) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;

(iii) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;

(iv) discussing with management and the auditor the acceptability, degree of aggressiveness/conservatism and quality of underlying accounting policies and key estimates and judgments; and

(v) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

(e) **Risk and Uncertainty**

The Committee is responsible for reviewing, as part of its approval of the financial statements:

(i) uncertainty notes and disclosures; and

(ii) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board. The Committee is then responsible for communicating and assigning to the applicable Board committee such policies for implementation and ongoing monitoring.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

(f) **Controls and Control Deviations**

The Committee is responsible for reviewing:

(i) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and

(ii) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

(g) **Compliance with Laws and Regulations**

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as:

(i) tax and financial reporting laws and regulations;

(ii) legal withholdings requirements;

(iii) environmental protection laws; and

(iv) other matters for which directors face liability exposure.

(h) **Related Party Transactions**

All transactions between the Company and a related party (each a "related party transaction"), other than transactions entered into in the ordinary course of business, shall be presented to the Committee for consideration.

The term "related party" includes (i) all directors, officers, employees, consultants and their associates (as that term is defined in the *Securities Act* (British Columbia), as well as all entities with common directors, officers, employees and consultants (each "general related parties"), and (ii) all other individuals and entities having beneficial ownership of, or control or direction over, directly or indirectly securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities (each "10% shareholders").

Related party transactions involving general related parties which are not material to the Company require review and approval by the Committee. Related party transactions that are material to the Company or that involve 10% shareholders require approval by the Board, following review thereof by the Committee and the Committee providing its recommendation thereon to the Board.

8. Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

9. Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing complaints and concerns that are brought to the attention of the Chairman of the Audit Committee and for ensuring that any such complaints and concerns are appropriately addressed. The Committee shall report quarterly to the Board on the status of any complaints or concerns received by the Committee.

10. Procedure For Reporting Of Fraud Or Control Weaknesses

Each employee is expected to report situations in which he or she suspects fraud or is aware of any internal control weaknesses. An employee should treat suspected fraud seriously, and ensure that the situation is brought to the attention of the Committee. In addition, weaknesses in the internal control procedures of the Company that may result in errors or omissions in financial information, or that create a risk of potential fraud or loss of the Company's assets, should be brought to the attention of both management and the Committee.

To facilitate the reporting of suspected fraud, it is the policy of Company that the employee (the "whistleblower") has anonymous and direct access to the Chairman of the Audit Committee. Should a new Chairman be appointed prior to the updating of this document, the current Chairman will ensure that the whistleblower is able to reach the new Chairman in a timely manner. In the event that the Chairman of the Audit Committee cannot be reached, the whistleblower should contact the Chairman of the Board.

In addition, it is the policy of the Company that employees concerned about reporting internal control weaknesses directly to management are able to report such weaknesses to the Committee anonymously. In this case, the employee should follow the same procedure detailed above for reporting suspected fraud.

11. Hiring Policies

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

SCHEDULE "B"

Audited Financial Statements for the Period Ended December 31, 2019 and Unaudited Interim Financial Statements for the Three Month Period Ended March 31, 2020

See attached.

79 RESOURCES LTD.

Financial Statements

For the period from Incorporation on April 17, 2019 to December 31, 2019

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Directors of
79 Resources Ltd.

Opinion

We have audited the accompanying financial statements of 79 Resources Ltd. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on April 17, 2019 to December 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the period from incorporation on April 17, 2019 to December 31, 2019 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has sustained losses from operations, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As stated in Note 1, these material uncertainties may cast substantial doubt about 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 obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

July 31, 2020

79 RESOURCES LTD.
Statement of Financial Position
(Expressed in Canadian dollars)

	Notes		December 31, 2019
ASSETS			
Current assets			
Cash		$	65,044
Amounts recoverable			5,347
Deferred finance costs	10		10,000
			80,391
Non-current assets			
Exploration and evaluation assets	3		121,544
		$	201,935
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		$	71,944
Due to related parties	5		3,000
			74,944
Shareholders' equity			
Share capital	4		184,751
Deficit			(57,760)
			126,991
		$	201,935

Nature and continuance of operations (Note 1)
Proposed transaction (Note 10)
Subsequent event (Note 11)

Approved on behalf of the Board of Directors

"Gary Musil" Director
Gary Musil

"Nancy Kawazoe" Director
Nancy Kawazoe

The accompanying notes are an integral part of these financial statements

79 RESOURCES LTD.

Statement of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

	Notes		from incorporation on April 17, 2019 to December 31, 2019
Expenses			
Bank and interest charges		$	282
Consulting fees			4,000
Management fees	5		15,000
Professional fees	5		37,843
Travel and promotion			635
Total expenses			(57,760)
Loss and comprehensive loss for the period		$	(57,760)
Weighted average number of common shares outstanding (basic and diluted)			5,484,497
Basic and diluted net loss per share		$	(0.01)

The accompanying notes are an integral part of these financial statements

79 RESOURCES LTD.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Number of shares	Amount	Deficit	Total
Balance, April 17, 2019 (date of incorporation)	-	$ -	$ -	$ -
Loss for the period		-	(57,760)	(57,760)
Shares issued pursuant to private placement	8,100,001	195,001	-	195,001
Shares issued to acquire exploration and evaluation assets	100,000	2,000	-	2,000
Share issue costs	-	(12,250)	-	(12,250)
Balance at December 31, 2019	**8,200,001**	**$ 184,751**	**$ (57,760)**	**$ 126,991**

The accompanying notes are an integral part of these financial statements

79 RESOURCES LTD.
Statement of Cash Flows
(Expressed in Canadian dollars)

		For the period from incorporation on April 17, 2019 to December 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$	(57,760)
Changes in non-cash items:		
Decrease (increase) in amounts recoverable		(5,347)
Increase (decrease) in accounts payable and accrued liabilities		34,488
Net cash used in operating activities		(28,619)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets		(87,087)
Net cash used in investing activities		(87,087)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares		195,000
Deferred financing cost		(10,000)
Share issue costs		(4,250)
Net cash provided by financing activities		180,750
Increase (Decrease) in cash		65,044
Cash, beginning		-
Cash, end	$	65,044

Non-cash investing and financing activities (note 7)

The accompanying notes are an integral part of these financial statements

1. Nature and continuance of operations

79 Resources Ltd. (the "Company") was incorporated on April 17, 2019 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's registered office is Suite 1170 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1 and its corporate office and principal place of business of the Company is 625 Howe Street, Suite 600, Vancouver, British Columbia, Canada, V6C 2T6.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. At December 31, 2019 the Company was in the exploration stage and had interests in properties in Canada.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. The Company has sustained losses from operations, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at December 31, 2019, the Company had a working capital of $5,447. Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These material uncertainties may cast substantial doubt about the Company's ability to continue as a going concern. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Company is in the process of filing an initial public offering ("IPO") to become publicly listed on the Canadian Securities Exchange ("CSE") (Note 10).

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on July 31, 2020 by the directors of the Company.

Statement of compliance

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

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as fair value through profit and loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

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

2. Significant accounting policies and basis of preparation (cont'd)

expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant estimates made in the preparation of these financial statements include the recoverable value of exploration and evaluation assets, and the valuation of provisions for restoration and environmental liabilities.

Significant judgements include assessment of going concern assumption, determination of cash-generating units, selection of fair value models, and the determination of technical feasibility and commercial viability of mineral properties.

Foreign currency translation

The financial statements are presented in Canadian dollars which is the Company's functional and presentation currency.

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. 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.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Financial instruments

Financial assets are classified and measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition. All financial assets not classified at amortized cost or FVOCI are measured at FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in profit or loss. Financial assets and financial liabilities classified at amortized cost are using the effective interest method.

Impairment of assets

The carrying amount of the Company's assets which include exploration and evaluation assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

2. Significant accounting policies and basis of preparation (cont'd)

Impairment of assets (cont'd)

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Income taxes

Deferred income tax:

Deferred income tax is provided 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.

Exploration and evaluation assets

The Company is in the exploration stage in respect to its exploration and evaluation assets.

Pre-exploration costs are expensed in the period in which they are incurred.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, geological and geophysical evaluation, surveying costs, drilling costs, payments made to contractors and depreciation on property and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Where the Company has entered into option agreements for the acquisition of an interest in exploration and evaluation assets which provided for periodic payments, such amounts unpaid are not recorded as a liability when they are payable entirely at the Company's discretion. Although the Company has taken steps to verify title to the exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. The exploration and evaluation assets may be subject to prior undetected agreements or transfers and title may be affected by such defects.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to profit or loss.

The Company assesses exploration and evaluation assets for indications of impairment at each reporting date.

2. Significant accounting policies and basis of preparation (cont'd)

Exploration and evaluation assets (cont'd)

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine development cost". Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Any incidental revenue earned in connection with exploration activities is applied as a reduction to capitalized exploration costs. Any operational income earned in connection with exploration activities is recognized in the profit or loss.

Mineral exploration and evaluation expenditures are classified as intangible assets.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense. The Company does not have any provisions for rehabilitation obligations.

Flow-through shares

The Company may from time to time, issue flow-through common shares to finance its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability on a pro-rata basis to the expenditures incurred. The reduction of the flow-through share premium previously recorded is recognized as other income.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian exploration expenses (as defined in the Tax Act).

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with the Tax Act. When applicable, this tax is accrued as a financial expense until paid.

Share capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. The Company's common shares, share warrants and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(Expressed in Canadian dollars)

2. Significant accounting policies and basis of preparation (cont'd)

Loss per share

Basic loss per share is calculated based on the weighted average aggregate number of common shares outstanding during each period. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the period presented, this calculation proved to be anti-dilutive.

Leases

IFRS 16 Leases - Specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company had no leases in effect during the period presented.

3. Exploration and evaluation assets

Louise Lake, British Columbia		**December 31, 2019**
Acquisition costs		
Cash	$	7,673
Shares		2,000
		9,673
Exploration costs		
Assays and testing		4,690
Geological consulting		29,879
Ground magnetic survey		38,336
Mapping and surveying		2,090
Reports and administration		15,401
Travel and accommodation		21,475
		111,871
TOTAL	$	121,544

Louise Lake (British Columbia)

On July 8, 2019 the Company entered into an agreement to acquire up to a 75% interest in certain mining claims in the Omineca Mining Division, British Columbia. To acquire a 51% interest, the Company issued 100,000 common shares (issued for $2,000) and made a cash payment of $5,000 to the vendors.

To earn a further 24% (for a total of 75%), the Company must pay the vendors $10,000 on or before July 8, 2020, which has been extended to August 8, 2020, issue 100,000 common shares on or before the first anniversary of the initial listing of the Company's shares on an exchange, and incur aggregate exploration expenditures of $225,000 of which $75,000 must be incurred before July 8, 2020 (incurred) and $150,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange (incurred $36,871).

The property is subject to a net smelter royalty of 2% payable to the vendors.

In August 2019 the Company acquired additional property rights contiguous to the Louise Lake Property for a cash payment of $2,673.

4. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At December 31, 2019 there were 8,200,001 issued and fully paid common shares.

Issuances

On April 17, 2019 the Company issued 1 common share as an incorporation share for $1.

On April 24, 2019 the Company issued at total of 2,000,000 common shares at $0.005 per share to directors for gross proceeds of $10,000.

On July 8, 2019 the Company issued a total of 100,000 common shares valued at $2,000 for a property acquisition.

On July 17, 2019 the Company issued a total of 3,000,000 flow-through common shares at $0.02 per share for gross proceeds of $60,000.

On July 29, 2019 the Company issued a total of 1,000,000 flow-through common shares at $0.02 per share for gross proceeds of $20,000.

On September 8, 2019 the Company issued a total of 2,100,000 common shares at $0.05 per unit for total gross proceeds of $105,000. The Company paid a finder's fee of $4,250 cash.

5. Related party transactions

Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Effective July 1, 2019 the Company entered into a management services agreement with a company controlled by a director and senior officer. Terms include a monthly fee of $2,500 and automatic renewal every six months unless terminated by either the Company or the service provider. The Company has paid $15,000 for management services to December 31, 2019.

The Company has paid/accrued $4,500 to a director and senior officer for accounting services for the period ended December 31, 2019, of which $3,000 remains in accounts payable as of December 31, 2019.

Amounts due to related parties are non-interest bearing with no specific terms of repayment.

6. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk

The Company is exposed to credit risk by holding cash. Holding the cash in large Canadian financial institutions minimizes this risk. The Company has minimal accounts receivable exposure, and its amounts recoverable are due from a Canadian government agency.

6. Financial risk management (cont'd)

Currency Risk

The Company's functional currency is the Canadian dollar. There is minimal foreign exchange risk to the Company as its mineral property interests are located in Canada. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. Currently, this risk will have an immaterial effect on operations.

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk). The Company is at risk to changes in commodity prices which may affect financing options available to the Company.

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company manages this risk by careful management of its working capital.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at December 31, 2019 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

Capital Management

The Company is engaged in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental issues and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

The Company includes the components of equity in the definition of capital.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

There were no changes in the Company's approach to capital management during the period.

(Expressed in Canadian dollars)

6. Financial risk management (cont'd)

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. 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.

Management believes that the recorded values of all cash, accounts payable and accrued liabilities, and amounts due to related parties approximate their current fair values because of their nature and anticipated settlement dates.

7. Supplemental disclosure with respect to cash flows

During the period ended December 31, 2019, the Company incurred the following non-cash financing and investing transactions that are not reflected in the statement of cash flows:

	December 31, 2019 $
Non-cash financing and investing activities:	
Issuance of share capital for:	
Shares issued for property	2,000
Shares issue costs in accounts payable	8,000
Exploration and evaluation assets in accounts payable	32,457

8. Income taxes

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

		December 31, 2019
Net loss before income taxes for the year	$	(57,760)
Statutory Canadian corporate tax rate		27.00%
Anticipated tax expense (recovery)		(16,000)
Impact of flow through shares		18,000
Share issue costs		(3,000)
Tax benefit not realized		1,000
Total income tax expense (recovery)	$	-

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

		December 31, 2019
Share issue costs		1,000
Deferred tax assets not recognized		(1,000)
Net deferred tax assets	$	-

Tax attributes are subject to review, and potential adjustment by tax authorities.

9. Segmented Information

The Company operates in one industry segment being the acquisition and exploration of exploration and evaluation assets in one geographical location, being Canada

10. Proposed transaction

The Company is in the process of filing an IPO to file a prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an Agency Agreement (the “Agency Agreement”) entered into between the Company and Haywood Securities Inc. (the “Agent”), intends to offer 4,000,000 units (the “Offered Unit”) at $0.10 per unit to the public for gross proceeds of $400,000. Each Offered Unit will consist of one common share and one common share purchase warrant (an “Offered Warrant”) of the Company. Each Offered Warrant will entitle the holder thereof to acquire one common share at an exercise price of $0.15 at any time before 24 months from the closing of the IPO. At closing, the Company will pay an agent’s commission of 10% of the gross proceeds and issue to the Agent compensation options (the “Agent’s Compensation Options”) equal to 10% of the aggregate number of Offered Units issued in the Offering. Each Agent’s Compensation Option entitles the Agent to purchase one common share of the Company at $0.10 at any time prior to the date that is 24 months from the closing date. The Agent will also be paid a corporate finance fee (the “Corporate Finance Fee”) of $40,000, of which $30,000 will be payable in cash and $10,000 in common shares. As at December 31, 2019, $10,000 has been paid towards the Corporate Finance Fee and is included in deferred finance costs.

11. Subsequent events

On February 24, 2020, the Company adopted a stock option plan to grant options to individuals exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. Such grants not to exceed an aggregate of 10% of the issued and outstanding shares and vesting periods will be determined by the Board of Directors. Concurrently, the Company granted 800,000 stock options exercisable at a price of $0.10 until February 23, 2023 to senior officers and directors.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in the future.

In July 2020, the Company arranged loans totaling $10,000 from two arm’s length parties. The loans have a term of one year plus one day, bear interest of 2% per month, and are unsecured. The Company has the option to repay the loan and accrued interest in full at any time.

79 RESOURCES LTD.

Condensed Interim Financial Statements

For the period ended March 31, 2020

Unaudited - Expressed in Canadian Dollars

79 RESOURCES LTD.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Notes		March 31, 2020		December 31, 2019
ASSETS					
Current assets					
Cash		$	27,936	$	65,044
Amounts recoverable			233		5,347
Deferred finance costs	9		10,000		10,000
			38,169		80,391
Non-current assets					
Exploration and evaluation assets	3		121,667		121,544
		$	159,836	$	201,935
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payable and accrued liabilities		$	42,987	$	71,944
Due to related parties	5		3,500		3,000
			46,487		74,944
Shareholders' equity					
Share capital	4		184,751		184,751
Reserves	4		22,544		-
Deficit			(93,946)		(57,760)
			113,349		126,991
		$	159,836	$	201,935

Nature and continuance of operations (Note 1)
Proposed transaction (Note 9)
Subsequent event (Note 10)

Approved on behalf of the Board of Directors

"Gary Musil" Director
Gary Musil

"Nancy Kawazoe" Director
Nancy Kawazoe

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

79 RESOURCES LTD.

Condensed Interim Statement of Loss and Comprehensive

(Unaudited - Expressed in Canadian dollars)

	Notes		March 31, 2020
Expenses			
Bank and interest charges		$	42
Management fees	5		7,500
Office and miscellaneous	5		400
Professional fees	5		4,500
Rent	5		1,200
Share-based payments	4, 5		22,544
Total expenses			(36,186)
Loss and comprehensive loss for the period		$	(36,186)
Weighted average number of common shares outstanding (basic and diluted)			8,200,001
Basic and diluted net loss per share		$	(0.00)

The Company was incorporated on April 17, 2019, accordingly no comparative information is presented.

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

79 RESOURCES LTD.

Condensed Interim Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars)

	Number of shares	Amount	Share-based payment Reserves	Deficit	Total
Balance, April 17, 2019 (date of incorporation)	-	$ -	$ -	$ -	$ -
Loss for the period	-	-	-	(57,760)	(57,760)
Shares issued pursuant to private placement	8,100,001	195,001	-	-	195,001
Shares issued to acquire exploration and evaluation assets	100,000	2,000		-	2,000
Share issue costs	-	(12,250)	-	-	(12,250)
Balance at December 31, 2019	**8,200,001**	**$ 184,751**	**$ -**	**$ (57,760)**	**$ 126,991**
Loss for the period	-	-	-	(36,186)	(36,186)
Share-based payments	-	-	22,544	-	22,544
Balance at March 31, 2020	**8,200,001**	**$ 184,751**	**$ 22,544**	**$ (93,946)**	**$ 113,349**

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

79 RESOURCES LTD.
Condensed Interim Statement of Cash Flows
(Unaudited - Expressed in Canadian dollars)

		March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$	(36,186)
Adjustments to reconcile loss to net cash used in operating activities:		
Share-based payments		22,544
Changes in non-cash items:		
Decrease (increase) in amounts recoverable		5,114
Increase (decrease) in accounts payable and accrued liabilities		4,000
Net cash used in operating activities		(4,528)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets		(32,580)
Net cash used in investing activities		(32,580)
Increase (Decrease) in cash		(37,108)
Cash, beginning		65,044
Cash, end	$	27,936

The Company was incorporated on April 17, 2019, accordingly no comparative information is presented.

Non-cash investing and financing activities (note 7)

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

1. Nature and continuance of operations

79 Resources Ltd. (the "Company") was incorporated on April 17, 2019 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's registered office is Suite 1170 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1 and its corporate office and principal place of business of the Company is 625 Howe Street, Suite 600, Vancouver, British Columbia, Canada, V6C 2T6.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. At March 31, 2020 the Company was in the exploration stage and had interests in properties in Canada.

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. The Company has sustained losses from operations, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at March 31, 2020, the Company had a working capital deficiency of $8,318. Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These material uncertainties may cast substantial doubt about the Company's ability to continue as a going concern. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Company is in the process of filing an initial public offering ("IPO") to become publicly listed on the Canadian Securities Exchange ("CSE") (Note 9).

In March 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a global pandemic which has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in the future.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on July 31, 2020 by the directors of the Company.

Statement of compliance

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

2. Significant accounting policies and basis of preparation (cont'd)

Statement of compliance (cont'd)

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2019.

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as fair value through profit and loss, which are stated at their fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

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. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant estimates made in the preparation of these financial statements include the recoverable value of exploration and evaluation assets, share-based compensation, and the valuation of provisions for restoration and environmental liabilities.

Significant judgements include assessment of going concern assumption, determination of cash-generating units, selection of fair value models, and the determination of technical feasibility and commercial viability of mineral properties.

Foreign currency translation

The financial statements are presented in Canadian dollars which is the Company's functional and presentation currency.

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. 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.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

2. Significant accounting policies and basis of preparation (cont'd)

Financial instruments

Financial assets are classified and measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition. All financial assets not classified at amortized cost or FVOCI are measured at FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in profit or loss. Financial assets and financial liabilities classified at amortized cost are using the effective interest method.

Impairment of assets

The carrying amount of the Company's assets which include exploration and evaluation assets, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Income taxes

<u>Deferred income tax:</u>

Deferred income tax is provided 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.

2. Significant accounting policies and basis of preparation (cont'd)

Exploration and evaluation assets

The Company is in the exploration stage in respect to its exploration and evaluation assets.

Pre-exploration costs are expensed in the period in which they are incurred.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, geological and geophysical evaluation, surveying costs, drilling costs, payments made to contractors and depreciation on property and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Where the Company has entered into option agreements for the acquisition of an interest in exploration and evaluation assets which provided for periodic payments, such amounts unpaid are not recorded as a liability when they are payable entirely at the Company's discretion. Although the Company has taken steps to verify title to the exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. The exploration and evaluation assets may be subject to prior undetected agreements or transfers and title may be affected by such defects.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to profit or loss.

The Company assesses exploration and evaluation assets for indications of impairment at each reporting date.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine development cost". Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Any incidental revenue earned in connection with exploration activities is applied as a reduction to capitalized exploration costs. Any operational income earned in connection with exploration activities is recognized in the profit or loss.

Mineral exploration and evaluation expenditures are classified as intangible assets.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense. The Company does not have any provisions for rehabilitation obligations.

2. Significant accounting policies and basis of preparation (cont'd)

Flow-through shares

The Company may from time to time, issue flow-through common shares to finance its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability on a pro-rata basis to the expenditures incurred. The reduction of the flow-through share premium previously recorded is recognized as other income.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian exploration expenses (as defined in the Tax Act).

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with the Tax Act. When applicable, this tax is accrued as a financial expense until paid.

Share capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. The Company's common shares, share warrants and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Loss per share

Basic loss per share is calculated based on the weighted average aggregate number of common shares outstanding during each period. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the period presented, this calculation proved to be anti-dilutive.

Leases

IFRS 16 Leases - Specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company had no leases in effect during the periods presented.

(Unaudited - Expressed in Canadian dollars)

3. Exploration and evaluation assets

Louise Lake, British Columbia	December 31, 2019	Incurred in period	March 31, 2020
Acquisition costs			
Cash	$ 7,673	-	$ 7,673
Shares	2,000	-	2,000
	9,673	-	9,673
Exploration costs			
Assays and testing	4,690	-	4,690
Geological consulting	29,879	-	29,879
Ground magnetic survey	38,336	-	38,336
Mapping and surveying	2,090	-	2,090
Reports and administration	15,401	123	15,524
Travel and accommodation	21,475	-	21,475
	111,871	123	111,994
TOTAL	$ 121,544	123	$ 121,667

Louise Lake (British Columbia)

On July 8, 2019 the Company entered into an agreement to acquire up to a 75% interest in certain mining claims in the Omineca Mining Division, British Columbia. To acquire a 51% interest, the Company issued 100,000 common shares (issued for $2,000) and made a cash payment of $5,000 to the vendors.

To earn a further 24% (for a total of 75%), the Company must pay the vendors $10,000 on or before July 8, 2020, which has been extended to August 8, 2020, issue 100,000 common shares on or before the first anniversary of the initial listing of the Company's shares on an exchange, and incur aggregate exploration expenditures of $225,000 of which $75,000 must be incurred before July 8, 2020 (incurred) and $150,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange (incurred $36,994).

The property is subject to a net smelter royalty of 2% payable to the vendors.

In August 2019 the Company acquired additional property rights contiguous to the Louise Lake Property for a cash payment of $2,673.

4. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At March 31, 2020 and December 31, 2019 there were 8,200,001 issued and fully paid common shares.

Issuances

On April 17, 2019 the Company issued 1 common share as an incorporation share for $1.

On April 24, 2019 the Company issued at total of 2,000,000 common shares at $0.005 per share to directors for gross proceeds of $10,000.

(Unaudited - Expressed in Canadian dollars)

4. Share capital (cont'd)

Issuances (cont'd)

On July 8, 2019 the Company issued a total of 100,000 common shares valued at $2,000 for a property acquisition.

On July 17, 2019 the Company issued a total of 3,000,000 flow-through common shares at $0.02 per share for gross proceeds of $60,000.

On July 29, 2019 the Company issued a total of 1,000,000 flow-through common shares at $0.02 per share for gross proceeds of $20,000.

On September 8, 2019 the Company issued a total of 2,100,000 common shares at $0.05 per unit for total gross proceeds of $105,000. The Company paid a finder's fee of $4,250 cash.

Stock options

The Company adopted a stock option plan to grant options to individuals exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. Such grants not to exceed an aggregate of 10% of the issued and outstanding shares and vesting periods will be determined by the Board of Directors.

On February 24, 2020, the Company granted 800,000 stock options exercisable at a price of $0.10 until February 24, 2023 to senior officers and directors. The estimated fair value of the options was $22,543 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 115%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 1.28%

Details of options outstanding as at March 31, 2020 are as follows:

Number of Shares	Exercise Price	Expiry date	Exercisable
800,000	$0.10	February 24, 2023	800,000

As at March 31, 2020 the options outstanding had a weighted average exercise price of $0.10 and a weighted average life of 2.90 years.

5. Related party transactions

The Company has paid rent of $1,200 and office expense of $400 to a company that is related by common directors and a senior officer.

Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Effective July 1, 2019 the Company entered into a management services agreement with a company controlled by a director and senior officer. Terms include a monthly fee of $2,500 and automatic renewal every six months unless terminated by either the Company or the service provider. The Company has paid/accrued $7,500 for management services to March 31, 2020 of which $2,500 remains in accounts payable.

5. Related party transactions (cont'd)

The Company has accrued $1,000 to a director and senior officer for accounting services for the period March 31, 2020, which amount remains in accounts payable as of March 31, 2020.

Amounts due to related parties are non-interest bearing with no specific terms of repayment.

Share-based payments made to directors and officers of the Company consist of 800,000 stock options valued at $22,543.

6. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk

The Company is exposed to credit risk by holding cash. Holding the cash in large Canadian financial institutions minimizes this risk. The Company has minimal accounts receivable exposure, and its amounts recoverable are due from a Canadian government agency.

Currency Risk

The Company's functional currency is the Canadian dollar. There is minimal foreign exchange risk to the Company as its mineral property interests are located in Canada. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. Currently, this risk will have an immaterial effect on operations.

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk). The Company is at risk to changes in commodity prices which may affect financing options available to the Company.

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company manages this risk by careful management of its working capital.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at March 31, 2020 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

6. Financial risk management (cont'd)

Capital Management

The Company is engaged in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental issues and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

The Company includes the components of equity in the definition of capital.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

There were no changes in the Company's approach to capital management during the period.

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. 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.

Management estimates that the recorded values of all cash, accounts payable and accrued liabilities, and amounts due to related parties approximate their current fair values because of their nature and anticipated settlement dates.

7. Supplemental disclosure with respect to cash flows

During the period ended March 31, 2020, the Company incurred the following non-cash financing and investing transactions:

	March 31, 2020 **$**
Non-cash financing and investing activities:	
Share issue costs in accounts payable	8,000

8. Segmented information

The Company operates in one industry segment being the acquisition and exploration of exploration and evaluation assets in one geographical location, being Canada.

9. Proposed transaction

The Company is in the process of filing an IPO to file a prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an Agency Agreement (the "Agency Agreement") entered into between the Company and Haywood Securities Inc. (the "Agent"), intends to offer 4,000,000 units (the "Offered Unit") at $0.10 per unit to the public for gross proceeds of $400,000. Each Offered Unit will consist of one common share and one common share purchase warrant (an "Offered Warrant") of the Company. Each Offered Warrant will entitle the holder thereof to acquire one common share at an exercise price of $0.15 at any time before 24 months from the closing of the IPO. At closing, the Company will pay an agent's commission of 10% of the gross proceeds and issue to the Agent compensation options (the "Agent's Compensation Options") equal to 10% of the aggregate number of Offered Units issued in the Offering. Each Agent's Compensation Option entitles the Agent to purchase one common share of the Company at $0.10 at any time prior to the date that is 24 months from the closing date. The Agent will also be paid a corporate finance fee (the "Corporate Finance Fee") of $40,000, of which $30,000 will be payable in cash and $10,000 in common shares. As at March 31, 2020, $10,000 has been paid towards the Corporate Finance Fee and is included in deferred finance costs.

10. Subsequent events

In July 2020, the Company arranged loans totaling $10,000 from two arm's length parties. The loans have a term of one year plus one day, bear interest of 2% per month, and are unsecured. The Company has the option to repay the loan and accrued interest in full at any time.

CERTIFICATE OF 79 RESOURCES LTD.

Dated: July 31, 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 British Columbia and Alberta.

"Gary Musil" GARY MUSIL Chief Executive Officer and President	*"Nancy Kawazoe"* NANCY KAWAZOE Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS OF
79 RESOURCES LTD.

"Twila Jensen" TWILA JENSEN Director	*"James Place"* JAMES PLACE Director

CERTIFICATE OF THE PROMOTER

Dated: July 31, 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 British Columbia and Alberta.

"Gary Musil"

GARY MUSIL

CERTIFICATE OF THE AGENT

Dated: July 31, 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 and Alberta.

HAYWOOD SECURITIES INC.

"Don Wong"
DON WONG
Vice President, Investment Banking

EXHIBIT "B"

Additional Disclosure

Item 3.2(2)(g)

Neither Brian William Scott, Steven William Scott (together, the "Optionors"), nor Jason McLaughlin. BSc, P. Geo. are a Related Party of the Issuer.

Item 13.1 – Directors' and Officers' Municipalities of Residence

Gary Musil, CEO, President & Director – New Westminster, British Columbia
Nancy Kawazoe, CFO, Corporate Secretary & Director –Vancouver, British Columbia
James Place, Director – Tsawwassen, British Columbia
Twila Jensen, Director – Vancouver, British Columbia
John Masters, Director – Port Moody, British Columbia

Item 14 – Capitalization Tables

Issued Capital

Public Float	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Total outstanding (A)	12,900,001[1]	18,760,001[1][2]	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	6,250,001	7,050,001	48.45%	37.58%
Total Public Float (A-B)	6,650,000	11,710,000	51.55%	62.42%

Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	2,000,001(3)	2,100,001(3)(4)	15.50%	11.19%
Total Tradeable Float (A-C)	10,900,000	16,660,000	84.50%	88.81%

Notes:
(1) After giving effect to the initial public offering of 4,600,000 units of the Issuer (the "Offering") and the issuance of 100,000 common shares of the Issuer to the Agent as partial payment of the Corporate Finance Fee, payable pursuant to an agency agreement entered into on July 31, 2020 (the "Agency Agreement").
(2) Includes: (i) 800,000 common shares of the Issuer issuable pursuant to the exercise of stock options granted under the Issuer's stock option plan; (ii) 4,600,000 common shares of the Issuer issuable pursuant to the exercise of the offered warrants; (iii) an aggregate 460,000 options to purchase an equal number of common shares of the Issuer, issuable to Haywood Securities Inc. (252,000 options), Leede Jones Gable Inc. (128,000 options) and Mackie Research Capital Corporation (80,000 options) upon the exercise of the compensation options granted to the parties under the Agency Agreement dated July 31, 2020 (the "Compensation Options"). Of the Compensation Options issued to Haywood Securities Inc. (252,000 Compensation Options), 100,000 of such Compensation Options will not be qualified for distribution under the prospectus and will be subject to a hold period in accordance with applicable securities laws (the "Non-Qualified Options").
(3) Includes 2,000,001 common shares which are subject to an escrow agreement (the "Escrow Agreement") made as of April 27, 2020.
(4) Includes the Non-Qualified Options.

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	--	--
100 – 499 securities	--	--
500 – 999 securities	--	--
1,000 – 1,999 securities	1	2,000
2,000 – 2,999 securities	4	12,000

3,000 – 3,999 securities	--	--
4,000 – 4,999 securities	--	--
5,000 or more securities	223	6,636,000
TOTAL:	**228**	**6,650,000**

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	--	--
100 – 499 securities	--	--
500 – 999 securities	--	--
1,000 – 1,999 securities	1	2,000
2,000 – 2,999 securities	4	12,000
3,000 – 3,999 securities	--	--
4,000 – 4,999 securities	--	--
5,000 or more securities	227	6,636,000
Unable to confirm	--	--

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	--	--
100 – 499 securities	--	--
500 – 999 securities	--	--
1,000 – 1,999 securities	--	--
2,000 – 2,999 securities	--	--
3,000 – 3,999 securities	--	--
4,000 – 4,999 securities	--	--
5,000 or more securities	10	6,250,001
	--	--

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock Options Grant Date: February 24, 2020 Expiry Date: February 24, 2023 Exercise Price: $0.10	800,000	800,000
Agent's Compensation Options Compensation Options issued on closing of the Offering and exercisable at the election of the	460,000	460,000

holder for a period of 24 months from the closing of the Offering at a price of $0.10 per share.		
Offered Warrants Warrants issued in connection with the Offering and exercisable at the election of the holder for a period of 24 months from the closing of the Offering at a price of $0.15 per share.	4,600,000	4,600,000
Total convertible securities	**5,860,000**	**5,860,000**

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

None.

EXHIBIT "C"

Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, 79 Resources Ltd., hereby applies for the listing of the above-mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to 79 Resources Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 24th day of August, 2020.

"Gary Musil"
Gary Musil
Chief Executive Officer, President,
Director and Promoter

"Nancy Kawazoe"
Nancy Kawazoe
Chief Financial Officer, Corporate Secretary,
and Director

"James Place"
James Place
Director

"Twila Jensen"
Twila Jensen
Director

"John Masters"
John Masters
Director