

**79 RESOURCES LTD.**

CSE Form 2A  
Listing Statement

October 6, 2021

## CAUTIONARY STATEMENTS

The information provided in this listing statement (“**Listing Statement**”), including information incorporated by reference, may contain “forward-looking statements” or “forward-looking information” within the meaning of applicable Canadian securities legislation (collectively, “**forward-looking statements**”). In addition, 79 Resources Ltd. (the “**Company**”) may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words. Forward-looking statements include, but are not limited to, statements regarding planned exploration and development programs and expenditures; the estimation of Mineral Resources (as defined herein); proposed exploration plans and expected results of exploration from the Properties (as defined herein); the Company’s ability to obtain licenses, permits and regulatory approvals required to implement expected future exploration plans; changes in commodity prices and exchange rates; currency and interest rate fluctuations; the Company’s expectations regarding its revenue, expenses and operations; anticipated cash needs and needs for additional financing; intention to grow the business and its operations; expected business objectives and milestones, including costs of the foregoing, for the next twelve months; expectations regarding acceptance of products and technologies by the market; and the impacts of the coronavirus (“**COVID-19**”) pandemic on the global economy and the Company.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- completion of the Buck Gold Acquisition;
- the speculative and competitive nature of resource exploration, development and operations;
- the availability of financing opportunities;
- health, safety and environmental risks;
- success of exploration, development and operations activities;
- intellectual property may be subject to misappropriation;
- delays in obtaining or failure to obtain governmental permits, or non-compliance with permits;
- delays in getting access from surface rights owners;
- the fluctuating price of gold and other minerals and metals;
- assessments by taxation authorities;
- uncertainties related to title to the Properties;
- the Company’s ability to identify and successfully complete acquisitions;
- volatility in the market price of the Company’s securities;
- legal and regulatory risks inherent in the mining industry;
- dependence on management; and
- other risks described in this Listing Statement and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Although the Company believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. See *Section 17 – Risk Factors* below for additional risk factors that could cause results to differ materially from forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward-looking statements contained herein are made as of the date of this Listing Statement and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. Investors are urged to read the Company's filings with Canadian securities regulatory authorities, which can be viewed online under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***QUALIFIED PERSONS***

All scientific and technical information contained in this Listing Statement was reviewed and approved by Harrison Cookenboo, Ph.D., P.Geo. who is a "qualified person" for the purposes of NI 43-101.

### ***INDUSTRY AND OTHER STATISTICAL INFORMATION***

This Listing Statement includes market share, industry and other statistical information that the Company has obtained from independent industry publications, government publications, market research reports and other published independent sources. Such publications and reports generally state that the information contained therein has been obtained from sources believed to be reliable. Although the Company believes these publications and reports to be reliable, it has not independently verified any of the data or other statistical information contained therein, nor has it ascertained or validated the underlying economic or other assumptions relied upon by these sources. The Company does not intend, and undertakes no obligation, to update or revise any such information or data, whether as a result of new information, future events or otherwise, except as, and to the extent required by, applicable securities laws.

### ***GENERAL***

All financial information in this Listing Statement is prepared in Canadian dollars and using International Financial Reporting Standards. Unless otherwise specified, in this Listing Statement, all references to "dollars" or to "\$" are to Canadian dollars. The information contained herein is dated as of October 6, 2021, unless otherwise stated.

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## SCHEDULES

- |                     |                                                                                                                                                                                                        |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Schedule “A”</b> | <b>Company Financial Statements</b>                                                                                                                                                                    |
|                     | <ul style="list-style-type: none"> <li>• Unaudited financial statements for the six months ended June 30, 2021</li> <li>• Audited financial statements for the year ended December 31, 2020</li> </ul> |
| <b>Schedule “B”</b> | <b>Company MD&amp;A</b>                                                                                                                                                                                |
|                     | <ul style="list-style-type: none"> <li>• MD&amp;A for the six months ended June 30, 2021</li> <li>• MD&amp;A for the year ended December 31, 2020</li> </ul>                                           |
| <b>Schedule “C”</b> | <b>Buck Gold Financial Statements</b>                                                                                                                                                                  |
|                     | <ul style="list-style-type: none"> <li>• Audited financial statements for the period from incorporation through to May 31, 2021</li> </ul>                                                             |
| <b>Schedule “D”</b> | <b>Buck Gold MD&amp;A</b>                                                                                                                                                                              |
|                     | <ul style="list-style-type: none"> <li>• MD&amp;A for the period from incorporation through to May 31, 2021</li> </ul>                                                                                 |
| <b>Schedule “E”</b> | <b>Statement of Executive Compensation</b>                                                                                                                                                             |
| <b>Schedule “F”</b> | <b>Pro Forma Financial Statements</b>                                                                                                                                                                  |
|                     | <ul style="list-style-type: none"> <li>• <i>Pro forma</i> consolidated financial statements for the Resulting Company</li> </ul>                                                                       |
| <b>Schedule “G”</b> | <b>Share Purchase Agreement</b>                                                                                                                                                                        |

## 1. Glossary of Terms

The following is a glossary of certain terms and abbreviation used in this Listing Statement. Terms and abbreviations used in this Listing Statement and also appearing in the documents attached as schedules hereto (including the financial statements) are defined separately. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

“**Affiliate**” means a company that is affiliated with another company as described below. A company is an Affiliate of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is “controlled” by a Person if (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“**Associate**” when used to indicate a relationship with a person or company, means (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the person or company, (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity, and (d) in the case of a person, a relative of that person, including (i) that person’s spouse or child, or (ii) any relative of the person or of his spouse who has the same residence as that person.

“**Audit Committee**” means the audit committee of the Company or the Resulting Company, as applicable.

“**BCBCA**” means the *Business Corporations Act* (British Columbia), including the regulations thereunder, as amended.

“**Board**” means the board of directors of the Company or the Resulting Company, from time to time, as applicable.

“**Buck Gold**” means Buck Gold Inc.

“**Buck Gold Acquisition**” means the acquisition by the Company of 100% of the outstanding Buck Gold Shares in exchange for the issuance of the Consideration Shares to the (former) Buck Gold Shareholder, and the related transactions contemplated by the Share Purchase Agreement, which will be a “Fundamental Change” transaction for the Company pursuant to Section 1.1 (a) of CSE Policy 8.

“**Buck Gold Share**” means a common share without par value in the capital stock of Buck Gold.

“**Buck Gold Shareholder**” means the holder of 100% of the issued and outstanding Buck Gold Shares.

“**CEO**” means chief executive officer.

“**CFO**” means chief financial officer.

“**Commissions**” means the British Columbia Securities Commission and the Alberta Securities Commission.

“**Company**” means 79 Resources Ltd.

“**Consideration Shares**” means the 80,000,000 Shares issuable to the Buck Gold Shareholder pursuant to the terms of the Share Purchase Agreement.

“CSE” means the Canadian Securities Exchange.

“CSE Approval” means the final approval of the CSE in respect of the continued listing of the Shares on the CSE following completion of the Buck Gold Acquisition, as evidenced by the issuance of the final approval bulletin of the CSE in respect thereof.

“CSE Policies” means the rules and policies of the CSE in effect as of the date hereof.

“Effective Date” means the date the Buck Gold Acquisition will become effective, following receipt of CSE Approval.

“England Communications” means England Communications Ltd.

“Escrow Agent” means Endeavor Trust Corporation.

“Escrow Agreement” has the meaning ascribed to that term under Section 11 – *Escrowed Securities*.

“Escrow Release Conditions” means: (a) the Company receiving all applicable regulatory approvals for the completion of the Buck Gold Acquisition; and (b) the Company receiving the conditional acceptance of the CSE pursuant to Policy 8 – *Fundamental Changes and Changes of Business* for the listing of its common share capital following completion of the Buck Gold Acquisition.

“Escrow Release Date” means the date that the Escrow Release Conditions have been satisfied.

“Finder’s Fee Shares” means 2,000,000 Shares issuable to England Communications pursuant to the terms of the Share Purchase Agreement.

“Five Point Property” means 78 mineral claims covering an area of 119,985.51 hectares located near the town of Houston, British Columbia.

“Five Point Technical Report” means the technical report dated and effective July 8, 2021 and dated , entitled "*NI 43-101 Technical Report Five Point Gold Property (Central B.C.)*" authored by Harrison Cookenboo, Ph.D, P.Geo.

“Fundamental Change” has the meaning ascribed to that term under the CSE Policies.

“Listing Date” means the date on which the common shares of the Resulting Company are listed for trading on the CSE.

“Listing Statement” means this CSE Form 2A Listing Statement of the Company, together with all Schedules hereto.

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

"Louise Lake 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.

“Lac Saint Simon Property” means nine mineral claims totalling approximately 480 hectares located in the James Bay/Eeyou Istchee region of Quebec.

“LSS Technical Report” means the historic NI 43-101 technical report dated May 31, 2017 regarding the Lac Saint Simon Property titled “*NI 43-101 Technical Report on the Lac Saint Simon Property*” authored by Mitchell E. Lavery, P.Geo.

“MD&A” means Management Discussion and Analysis.

“NEO” or “Named Executive Officer” means, with respect to the Company or the Resulting Company each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

“**NI 43-101**” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*.

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

“**NSR**” means net smelter returns.

“**Person**” includes

- (a) any corporation, company, limited liability company, partnership, Governmental Authority, joint venture, fund, trust, association, syndicate, organization, or other entity or group of persons, whether incorporated or not, and
- (b) any individual, including in his or her capacity as trustee, executor, administrator, or other legally appointed representative.

“**Properties**” means all of the Five Point Property, the Louise Lake Property and the Lac Saint Simon Property.

“**Related Person**” has the meaning ascribed to that term in the CSE Policies.

“**Resulting Company**” means the Company, following completion of the Buck Gold Acquisition.

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

“**Share**” means a common share without par value in the capital stock of the Company.

“**Share Purchase Agreement**” means the Share Purchase Agreement dated June 15, 2021 pursuant to which the Company will acquire all of the issued and outstanding securities of Buck Gold in exchange for securities of the Company.

“**Shareholders**” means holders of the Shares.

“**Stock Option Plan**” means the stock option plan of the Company adopted on February 4, 2020.

“**Sun Summit**” means Sun Summit Minerals Corp.

“**United States**” and “**U.S.**” means the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

## 2. Corporate Structure

### 2.1 Corporate Name and Head and Registered Office

This Listing Statement has been prepared with respect to the Company in connection with its proposed acquisition of all of the issued and outstanding shares of Buck Gold, and the proposed listing on the CSE of the Resulting Company.



### ***The Company***

The corporate name of the Company is “79 Resources Ltd.” Its registered and head office is located at 789 West Pender Street, Suite 1240, Vancouver, BC V6C 1H2, and its registered and records office is located at 885 West Georgia Street, Suite 2200, Vancouver, British Columbia, V6E 4H1.

### ***Buck Gold***

The corporate name of Buck Gold is “Buck Gold Inc.” The registered and head office of Buck Gold is located at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 2T6.

### ***The Resulting Company***

The corporate name of the Resulting Company will be “79 Resources Ltd.”. The registered and head office will be located at 789 West Pender Street, Suite 1240, Vancouver, BC V6C 1H2, and its registered and records office will be located at 885 West Georgia Street, Suite 2200, Vancouver, British Columbia, V6E 4H1.

## **2.2 Jurisdiction of Incorporation**

### ***The Company***

The Company was incorporated as 79 Resources Ltd. under the laws of the Province of British Columbia on April 17, 2019.

### ***Buck Gold***

Buck Gold was incorporated as Buck Gold Inc. under the laws of the Province of British Columbia on February 18, 2021.

## **2.3 Inter-corporate Relationships**

### ***The Company***

The Company does not have any subsidiaries.

### ***Resulting Company***

Upon the completion of the Buck Gold Acquisition the Company will have one subsidiary, Buck Gold, and the organizational chart of the Resulting Company can be found below:



The entities shown in the above corporate organizational structure only have common shares outstanding. The Resulting Company will directly or indirectly own 100% of the common shares of all entities in its corporate organizational structure.

## 2.4 Fundamental Change

See *Section 3.1 – General Development of the Business – The Buck Gold Acquisition*.

## 2.5 Non-corporate Issuers and Issuers Incorporated Outside of Canada

This section does not apply to the Company.

## 3. General Development of the Business

### 3.1 General Development of the Business

#### *General Development of the Business of the Company*

The Company was incorporated under the BCBCA on April 17, 2019 and is engaged in the business of acquiring and exploring mineral resource properties.

On July 8, 2019 the Company entered into the Louise Lake Option Agreement to acquire up to a 75% interest in the Louise Lake Property, subject to a 2% NSR royalty payable to the optionors. In August 2019, the Company acquired 82 additional cells contiguous to the Louise Lake Property for a cash payment of \$2,673.

Pursuant to the terms of the Louise Lake Option Agreement, the Company acquired a 51% interest in the Louise Lake Property by making a cash payment of \$5,000 and issuing the optionors 100,000 Shares. To earn a further 24% interest, for a total of 75%, the Company needed to pay the optionors \$10,000 on or before July 8, 2020 (paid) and issue 100,000 Shares on or before August 28, 2021. The Company also needed to incur aggregate exploration expenditures of \$225,000, \$75,000 of which had to be incurred before July 8, 2020 (the “**Initial Expenditures**”), with the remaining \$150,000 on or before August 28, 2021 (the “**Remaining Expenditures**”).

As of the date of this Listing Statement, the Company has declined to make the Remaining Expenditures and the Louise Lake Option Agreement has terminated in accordance with its terms.

On August 27, 2020, the Company completed its initial public offering and became publicly listed on the CSE, trading under the symbol “SNR”.

On February 17, 2021, the Company entered into the LSS Option Agreement pursuant to which it may earn a 100% interest in the Lac Saint Simon Property, subject to a 2% NSR royalty payable to the optionors. Half of this royalty can be purchased by the Company at any time for a cash payment of \$1,000,000.

The Lac Saint Simon Property consists of nine mineral claims totalling approximately 480 hectares in the James Bay/Eeyou Istchee region of Quebec and is the subject of the historic LSS Technical Report. The Lac Saint Simon Property is approximately 2km from the boundary of Namaska Lithium Inc.’s Whabouchi lithium project (the “**Whabouchi Project**”). Namaska has described Whabouchi as one of the richest spodumene lithium hard rock deposits in the world in terms of volume and grade.<sup>1</sup>

To earn the 100% interest in the Lac Saint Simon Property, the Company must provide the following consideration and incur the following exploration expenditures:

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<sup>1</sup> See <https://www.nemaskalithium.com/en/>.

<b>Date</b>	<b>Shares and Cash Payments</b>	<b>Exploration Expenditures</b>
Within 5 days of removal of the due diligence provision (paid and issued)	Issue the optionors 250,000 Shares and make a cash payment of \$25,000	Nil
On or before February 3, 2022	Issue the optionors 250,000 Shares and make a cash payment of \$30,000	\$100,000
On or before February 3, 2023	Issue the optionors 500,000 Shares and make a cash payment of \$50,000	\$200,000
On or before February 3, 2024	Issue the optionors 500,000 Shares and make a cash payment of \$50,000	\$400,000
<b>TOTAL:</b>	1,500,000 Shares and \$155,000	\$700,000

The Lac Saint Simon Property is not material to the Company for the purposes of this Listing Statement.

The Company is currently a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. Following completion of the Buck Gold Acquisition, it is anticipated the Shares will commence trading on the CSE.

### ***General Development of the Business of Buck Gold***

Buck Gold was incorporated under the BCBCA on February 18, 2021 and is engaged in the business of acquiring and exploring mineral resource properties. Buck Gold is presently focused on the advancement and exploration of the district-scale Five Point Gold Property, situated near Houston, British Columbia, Canada. The project is viewed by Buck Gold as having precious and base metal potential. The Five Point Property is contiguous to the Buck Project being advanced by Sun Summit. Sun Summit is publicly listed and trades on the TSX Venture Exchange under the symbol SMN.

### ***The Buck Gold Acquisition***

On June 15, 2021, the Company entered into the Share Purchase Agreement with arm's length parties, Buck Gold and the Buck Gold Shareholder, pursuant to which it proposed to acquire all of the issued and outstanding Buck Gold Shares.

Buck Gold holds a 100% interest in the Five Point Property, subject to a 2% gross sales royalty granted to and reserved for the Buck Gold Shareholder.

Subject to the terms and conditions of the Share Purchase Agreement, at the closing of the Buck Gold Acquisition, 100% of the Buck Gold Shares will be sold to the Company, pursuant to which, among other things:

- (a) as consideration for the acquisition of the Buck Gold Shares by the Company, the Company will issue the Consideration Shares to the Buck Gold Shareholder;
- (b) the Company will issue the Finder's Fee Shares to England Communications; and

- (c) as a result of the Buck Gold Acquisition, Buck Gold will be 100% owned by the Company.

The proposed Buck Gold Acquisition is considered to be a Fundamental Change under the CSE Policies, as it will include a change of control, and therefore at the Company's request the Shares were halted from trading on the CSE on June 16, 2021. The CSE Policies require that, prior to closing the Buck Gold Acquisition, the majority of entitled Shareholders approve the acquisition. The requisite threshold for such majority approval is 50% of the outstanding Shares plus one Share. In consultation with the CSE, the Company decided to secure such Shareholder approval by written consents circulated to Shareholders in lieu of calling a meeting.

As such, the Company did not prepare an information circular but instead delivered to Shareholders a copy of the written resolutions to approve the proposed transaction contemplated hereby together with a notice advising Shareholders that they may access a copy of this Listing Statement on SEDAR and on the CSE website. The Listing Statement provides the Shareholders with further details concerning the Buck Gold Acquisition and the business of Buck Gold for their consideration and evaluation in deciding whether to approve such proposed transactions. Shareholders were asked to sign the resolutions and return them to the Company, indicating their approval of the proposed transactions. As of the date of this Listing Statement the Company has received signed resolutions from Shareholders holding 8,844,667 Shares being 50.45% of the shares held by entitled Shareholders.

This Listing Statement will serve as the primary document providing prospectus-level disclosure of the Buck Gold Acquisition and will be filed with the CSE as part of the Company's application to obtain CSE Approval to qualify the Consideration Shares, on completion of the Buck Gold Acquisition and acquisition of the business of Buck Gold, for listing and trading on the CSE.

Upon completion of the Buck Gold Acquisition, it is anticipated that the current directors of the Company will become the directors of the Resulting Company. The current directors of the Company are Will Rascan, Charles Desjardins, John Masters and Steven Feldman. It is anticipated that the officers of the Resulting Company will include Mr. Steven Feldman as CEO and Mr. Leon Ho as CFO and Corporate Secretary. Please refer to Section 13 – *Directors and Officers*.

Upon completion of the Buck Gold Acquisition, it is anticipated that the Company's registered and head office will be located at 789 West Pender Street, Suite 1240, Vancouver, BC V6C 1H2, and its registered and records office will be located at 885 West Georgia Street, Suite 2200, Vancouver, British Columbia, V6E 4H1.

The currently issued and outstanding share capital of the Company prior to the Buck Gold Acquisition consists of 17,530,001 Shares.

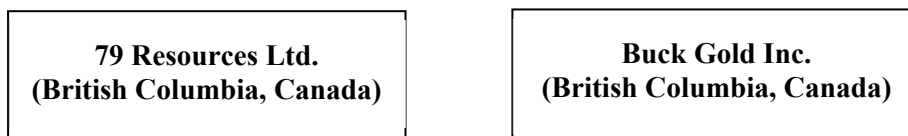
The currently issued and outstanding share capital of Buck Gold consists of 3,250,000 Buck Gold Shares. Shares held by principals of the Resulting Company on completion of the Buck Gold Acquisition may be subject to escrow requirements under CSE Policies.

Upon completion of the Buck Gold Acquisition, it is anticipated that the issued and outstanding capital of the Resulting Company will consist of 99,530,001 Shares. As a result, the former shareholder of Buck Gold will hold approximately 80.37% of the Shares of the Resulting Company on a non-diluted basis, resulting in a change of control of the Company.

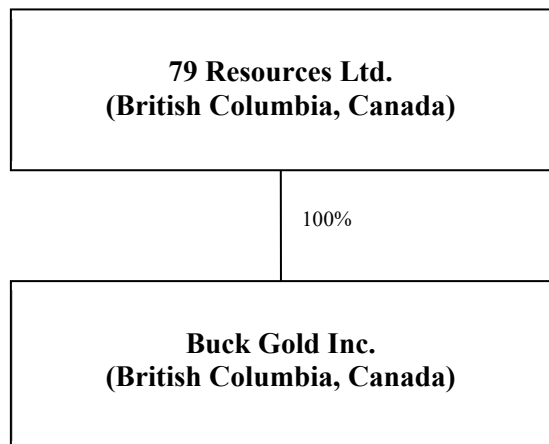
The Buck Gold Acquisition is contingent on a number of factors, including receipt of CSE Approval.

The diagrams below set out the corporate structure of the entities prior to and after completion of the Buck Gold Acquisition.

***Prior to Buck Gold Acquisition***



***After Buck Gold Acquisition***



The Buck Gold Acquisition is not a Related Party Transaction or Business Combination. As a result, the Buck Gold Acquisition is not subject to MI 61-101.

The description of the Share Purchase Agreement in this Listing Statement is a summary only, is not exhaustive and is qualified in its entirety by reference to the terms of the Share Purchase Agreement, which is available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com) and which is incorporated by reference herein.

***Conditions to Closing the Buck Gold Acquisition and Required Approvals***

The Buck Gold Acquisition is subject to a number of approvals and conditions prior to its implementation, including, but not limited to the following:

- (a) approval of the directors of the Company of the Buck Gold Acquisition;
- (b) approval of the director of Buck Gold of the Buck Gold Acquisition;
- (c) approval of the Buck Gold Shareholder of the Buck Gold Acquisition;
- (d) there shall not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by the Buck Gold Acquisition;
- (e) there being no prohibition at law against closing of the Buck Gold Acquisition;
- (f) all consents, orders and approvals required for the completion of the Buck Gold Acquisition and transactions ancillary thereto shall have been obtained or received from persons, authorities or bodies having jurisdiction in the circumstances, all on terms satisfactory to all of the parties hereto, acting reasonably, including without limitation the receipt of the regulatory approval;

- (g) approval of the Buck Gold Acquisition by a majority of the shareholders of the Company;
- (h) all terms, covenants conditions set forth in the Share Purchase Agreement having been complied with or performed by or waived by the appropriate party; and
- (i) the receipt of all necessary corporate, regulatory and third-party approvals including the approval of the CSE, and compliance with all applicable regulatory requirements and conditions in connection with the Buck Gold Acquisition.

### **Three-year history of the Company**

- On April 17, 2019 the Company issued 1 Share as an incorporation share for \$1.
- On April 24, 2019 the Company issued a total of 2,000,000 Shares at \$0.005 per share to directors of the Company for gross proceeds of \$10,000.
- On July 8, 2019 the Company entered into the Louise Lake Option Agreement to acquire up to a 75% interest in the Louise Lake Property, subject to a 2% NSR royalty payable to the optionors, and issued a total of 100,000 Shares valued at \$2,000 pursuant to the Louise Lake Option Agreement.
- On July 17, 2019 the Company issued a total of 3,000,000 flow-through 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 Shares at \$0.02 per share for gross proceeds of \$20,000.
- In August 2019, the Company acquired 82 additional cells contiguous to the Louise Lake Property for a cash payment of \$2,673.
- On September 8, 2019 the Company issued a total of 2,100,000 Shares at \$0.05 per unit for total gross proceeds of \$105,000. The Company paid a finder's fee of \$4,250 cash.
- 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 that vest upon grant. The 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 114%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 1.28%.
- In July 2020, the Company arranged loans totaling \$10,000 from two arm's length parties. The loans had a term of one year plus one day, bore interest of 2% per month, and were unsecured. During the year ended December 31, 2020, the Company fully repaid the loans and paid \$600 in interest.
- On August 27, 2020, the Company completed its initial public offering of 4,600,000 units at a price of \$0.10 per unit for gross proceeds of \$460,000. Each unit consists of Shares and one transferable Share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one Share of the Company at an exercise price of \$0.15 per share at any time prior to August 27, 2022.
- In connection with its initial public offering, the Company paid share issuance costs of \$48,000, corporate finance fees of \$30,000 cash (of which \$10,000 was paid in 2019), 100,000 in Shares (valued at \$10,000), and issued 460,000 broker's warrants (valued at \$24,370) exercisable at a price of \$0.10 per Share, on or before August 27, 2022.
- On December 30, 2020, the Company issued 200,000 Shares pursuant to the exercise of options for gross proceeds of \$20,000, and accordingly, the Company reallocated \$5,636 of reserves to share capital.

- On January 29, 2021, the Company granted 630,000 stock options exercisable at \$0.16 until January 29, 2023 to consultants, officers and directors that vested upon grant. The fair value of the options was \$66,300 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 2 years; a dividend yield of 0%; and risk-free rate of 0.14%.
- On February 17, 2021, the Company entered into the LSS Option Agreement pursuant to which it may earn a 100% interest in the Lac Saint Simon Property, subject to a 2% NSR royalty payable to the optionors. Half of this royalty can be purchased by the Company at any time for a cash payment of \$1,000,000.
- On February 23, 2021 the Company issued 250,000 Shares (valued at \$41,250) pursuant to the LSS Option Agreement.
- On March 4, 2021, the Company granted 80,000 stock options exercisable at \$0.16 until March 4, 2023 to a consultant that vested upon grant. The fair value of the options was \$8,200 which was determined by Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 145%; an expected life of 2 years; a dividend yield of 0%; and risk-free rate of 0.29%.
- On March 23, 2021, the Company closed the non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each Unit is comprised of one common share and one transferable share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection with the private placement, the Company paid finder's fees of \$31,200 and issued 260,000 finder's warrants. Finder's warrants entitle the finder to purchase one common share in the Company exercisable at a price of \$0.20 until March 19, 2023.
- On May 7, 2021 granted 270,000 stock options to an advisor and consultant of the Company exercisable at a price of \$0.145 per Share until May 7, 2023 in accordance with the Company's Stock Option Plan.
- On June 15, 2021 the Company executed the Share Purchase Agreement to acquire all of the issued and outstanding shares of Buck Gold. Buck Gold holds a 100% interest in the Five Point Property.

### **Three-year history of Buck Gold**

- During May 2021, Buck Gold completed certain exploration work at the Five Point Property by way of a helicopter-borne magnetic survey covering 14,790 hectares utilizing 805 line-kilometres flown, as well as 3-D inversion modelling of a portion of that geophysical airborne survey.
- On March 23, 2021, Buck Gold entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of Buck Gold, in 15 mining claims located in British Columbia from a company beneficially owned by the director for consideration of \$43,511, the sum of which reflected fees paid to the Government of British Columbia.
- On February 20, 2021, Buck Gold entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of Buck Gold, in 5 mining claims located in British Columbia from a company beneficially owned by the director for consideration of \$12,690, the sum of which reflected fees paid to the Government of British Columbia.
- On February 18, 2021, Buck Gold conducted a common share equity financing (on a private placement basis) in the amount of \$325,000 by way of 3,250,000 common shares at an offering price of \$0.10 per common share (the "**Common Share Financing**"). The Common Share Financing was fully subscribed to by a director of Buck Gold.

- On February 19, 2021, Buck Gold entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of Buck Gold, in 58 mining claims located in British Columbia from a company beneficially owned by the director for consideration of \$153,774, the sum of which reflected fees paid to the Government of British Columbia.

### **3.2 Significant Acquisitions and Dispositions**

Please refer to Section 3.1 – *Three Year History of the Company* and Section 3.1 – *Three Year History of Buck Gold*.

### **3.3 Trends, Commitments, Events or Uncertainties**

Other than as discussed below, there are no trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Resulting Company's business, the Resulting Company's financial condition or results of operations. However, there are significant risks associated with the Resulting Company's business, as described under *Section 17 – Risk Factors*.

## **4. Narrative Description of the Business**

### **4.1 General**

Upon completion of the Buck Gold Acquisition, the Resulting Company will continue in the junior mining exploration business with a focus on the Five Point Property. As the Resulting Company will be an exploration stage company with no producing properties, it will have no current operating income, cash flow or revenues. The Resulting Company has not undertaken any current resource estimate on any of the Properties. There is no assurance that a commercially viable mineral deposit exists on any of the Properties. The Resulting Company will use its available capital to finance exploration and development on the Five Point Property as further described under the following heading *Section 4.3 – Mineral Projects – Five Point Property – Recommendations* and for general working capital purposes. The Resulting Company will continue to assess new mineral projects and will seek to acquire interests in additional projects if it determines such projects have sufficient geological or economic merit and if the Resulting Company has adequate financial resources to complete such acquisitions. For further information on our current projects, see *Section 4.3 – Mineral Projects* below.

#### **(a) Business Objectives**

The Resulting Company's business objectives and timeframes in which it expects to accomplish such objectives in the forthcoming 12-month period correspond to Phase 1 of the exploration program on the Five Point Property recommended in the Five Point Technical Report.

#### **(b) Significant Events or Milestones**

To pursue the foregoing business objective with regards to the Five Point Property, the Resulting Company will target the milestones and conduct the recommended exploration programs set forth in the Five Point Technical Report.



**(c) Funds Available to the Resulting Company**

The following funds are available to the Resulting Company:

Description of Funds	Amount (\$)
Estimated working capital of the Company as of October 1, 2021	\$407,375
Estimated working capital of Buck Gold as of October 1, 2021	\$35,724
Less expenses and costs related to the Buck Gold Acquisition	\$125,000
<b>Total available funds</b>	<b>\$318,099</b>

The ability of the Resulting Company to continue operations may be dependent upon successfully raising the necessary funds through equity financings to complete future development and operations, and achieving future profitable production for proceeds in excess of carrying amounts. These pursuits may be delayed given the challenges faced by companies seeking to raise funds through the issuance of shares. See also *Section 17 – Risk Factors*.

**(d) Purposes of Funds**

The Resulting Company will use the funds available to it to further its business objectives. Specifically, the Resulting Company will use the funds available to it as follows:

Principal Purpose of Funds	Amount (\$)
General and Administrative Costs	\$212,099
Phase 1 exploration activities recommended in the Five Point Technical Report	\$106,000
<b>Total</b>	<b>\$318,099</b>

A summary of the estimated annual general and administrative costs for the 12 months immediately following the listing of the Resulting Company on the CSE is as follows:

Item	Amount
Professional fees (legal, accounting, tax)	\$93,937
Working capital	\$37,162
Consulting fees (management and administration)	\$72,000
Rent	Nil
Transfer agent and regulatory fees	\$9,000
<b>Total</b>	<b>\$212,099</b>

There is no guarantee that the Resulting Company will meet its business objectives or milestones described above within the specific time periods, within estimated costs or at all. Management's intention is to proceed with the recommended exploration at the Five Point Property. It is possible, however, that some portion of the Resulting Company's available funds allocated for such work programs will be devoted to other acquisition, development or exploration opportunities identified by the Resulting Company from time to time. Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Resulting Company. Accordingly, the Resulting Company may abandon in whole or in part any of its property interests or may, as work progresses, alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Resulting Company, although the Resulting Company has no present plans in this respect.

#### **4.1.2 Principal Products or Services**

The Resulting Company is in the mineral exploration business and does not have any marketable products at this time nor is it distributing any products at this time. In addition, the Resulting Company does not know when any of the Properties will reach the development stage and, if so, what the estimated costs would be to reach commercial production.

#### **4.1.3 Production and Sales**

The Resulting Company's business requires specialized skills and knowledge in the areas of geology, drilling, planning, implementation of exploration programs and compliance. The Resulting Company believes it will be able to readily locate and retain such professionals in Canada.

The mineral exploration and development business is subject to mineral price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles.

The Resulting Company's exploration activities will be subject to various laws and regulations in the jurisdiction in which it operates relating to the protection of the environment. Due to the early stage of the Resulting Company's expected activities, environmental protection requirements are expected to have a minimal impact on the Resulting Company's capital expenditures and competitive position. If needed, the Resulting Company will make and will continue to make expenditures to ensure compliance with applicable laws and regulations. New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementations of existing laws and regulations could have a material adverse effect on the Resulting Company by potentially increasing capital and/or operating costs.

As of the date of this Listing Statement, the Resulting Company has no permanent full-time employees and no permanent part-time employees. The operations of the Resulting Company are managed by its directors and officers. The Resulting Company hires consultants from time to time in the areas of mineral exploration, geology and business negotiations as required to assist in evaluating its interests and recommending and conducting work programs.

#### **4.1.4 Competitive Conditions and Position**

The mineral exploration and mining industry is very competitive and the Resulting Company will be required to compete for the acquisition of mineral permits, claims, leases and other mineral interests for exploration and development projects. The Resulting Company will compete with many companies that have greater financial resources and technical facilities than itself. Significant competition exists for the limited number of mineral acquisition opportunities available in the Resulting Company's sphere of operations. As a result of this competition, the Resulting Company's ability to acquire additional attractive mining properties on terms it considers acceptable may be adversely affected and will depend on its ability to obtain additional financing to fund further exploration activities.

#### **4.1.5 Lending Operations, Investment Policies and Restrictions**

The Resulting Company has not adopted any specific policies or restrictions regarding investments or lending, but will ensure any investment or debt activities incurred are in the best interests of the Resulting Company and its shareholders. The Resulting Company expects that, in the immediate future in order to maintain and develop the Properties, it will need to raise additional capital through equity and/or debt. If the Resulting Company is unable to raise the necessary capital to meet its obligations as they become due, the Resulting Company may have to curtail its operations or obtain financing at unfavourable terms.

#### **4.1.6 Bankruptcy and Receivership**

The Resulting Company has not been the subject of any bankruptcy or any receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings, since incorporation.

#### **4.1.7 Material Restructuring**

The Resulting Company has not completed any reorganization since its incorporation, nor is the Resulting Company proposing any material restructuring transaction for the current financial year, other than the Buck Gold Acquisition.

#### **4.1.8 Social and Environmental Policies**

The Resulting Company is not expected to adopt any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its facilities or human rights policies). However, the Resulting Company will ensure its ongoing compliance with local environmental laws in the jurisdictions in which it does business.

#### **4.2 Asset-backed Securities**

The Resulting Company will not have any asset-backed securities outstanding.

#### **4.3 Companies with Mineral Projects**

The following information concerning the Five Point Property is derived from the Five Point Technical Report and is qualified in its entirety by the full Five Point Technical Report. Readers are encouraged to review the Five Point Technical Report in full in conjunction with this Listing Statement. The Five Point Technical Report is available on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

##### *Summary of Five Point Technical Report*

##### Property Description and Location

The Five Point Property comprises 78 mineral claims situated in central British Columbia. The claims cover 119,985.5 hectares from 13 kilometres north of the town of Houston B.C., and extend south as far as 54 km (Figs. 3a and 3b). The 78 claims are registered 100% to Buck Gold Inc., as reported on the British Columbia Mineral Title Online system/website ([www.mtonline.gov.bc.ca/mtov/home.do](http://www.mtonline.gov.bc.ca/mtov/home.do))

All but one of the claims are contiguous. The non-contiguous claim is number 1079211 covering 18.95 hectares and located approximately 1 km south of the contiguous claims block. The claims have 'good to' dates ranging from October 19, 2021 to March 3, 2022, and each claim is in its first year. Due to the COVID-19 pandemic, the Government of British Columbia has extended all claims with good to dates before December 31, 2021 until December 31, 2021. Buck Gold has completed sufficient exploration work to meet all claim assessment obligations for tenure maturing in 2021.

##### Terms of the Purchase Agreements

Buck Gold Inc. acquired a 100% interest in the claims by way of purchase agreements involving aggregate cash consideration of \$209,974.60 representing license fees paid to the Government of British Columbia. In addition, a 2% gross sales royalty on the Five Point Property is held by Ryan Kalt. The 2% gross sales royalty is defined as the gross revenue received from arms lengths transactions, and the fair market value from non-arms' length transactions. Buck Gold has no obligations to maintain the claims in good standing, nor put any claim into production, but if any of the claims lapse and are re-staked by Buck Gold, then the royalty will be re-instated to the vendor. Buck Gold makes all decisions regarding potential extraction, mining and sales of products.

Table 1: Claims data.

Claim Number	CLAIM_NAME	Hectares	CLIENT#	Registered owner	Good Until		
					Month	Day	Year
1079209	EQTY I	1,442.78	288688	Buck Gold Inc. (100%)	10	19	2021
1079210	EQTY II	1,005.34	288688	Buck Gold Inc. (100%)	10	19	2021
1079211	EQTY III	18.95	288688	Buck Gold Inc. (100%)	10	19	2021
1079212	EQTY IV	302.91	288688	Buck Gold Inc. (100%)	10	19	2021
1079213	EQTY V	606.54	288688	Buck Gold Inc. (100%)	10	19	2021
1079214	EQTY VI	378.63	288688	Buck Gold Inc. (100%)	10	19	2021
1080377	BN1	1,844.22	288688	Buck Gold Inc. (100%)	1	5	2022
1080378	BN2	1,882.11	288688	Buck Gold Inc. (100%)	1	5	2022
1080379	S1	1,477.67	288688	Buck Gold Inc. (100%)	1	5	2022
1080382	BN3	621.58	288688	Buck Gold Inc. (100%)	1	5	2022
1080383	BN4	1,844.38	288688	Buck Gold Inc. (100%)	1	5	2022
1080384	BN5	1,844.24	288688	Buck Gold Inc. (100%)	1	5	2022
1080385	BN6	1,880.53	288688	Buck Gold Inc. (100%)	1	5	2022
1080386	BN7	1,880.41	288688	Buck Gold Inc. (100%)	1	5	2022
1080387	BN7	1,879.68	288688	Buck Gold Inc. (100%)	1	5	2022
1080388	BN8	1,805.15	288688	Buck Gold Inc. (100%)	1	5	2022
1080389	BN8	753.22	288688	Buck Gold Inc. (100%)	1	5	2022
1080348	EQTY VII	1,742.65	288688	Buck Gold Inc. (100%)	1	5	2022
1080349	EQTY VIII	1,817.53	288688	Buck Gold Inc. (100%)	1	5	2022
1080350	EQTY IX	1,812.18	288688	Buck Gold Inc. (100%)	1	5	2022
1080351	EQTY X	1,884.38	288688	Buck Gold Inc. (100%)	1	5	2022
1080352	EQTY XI	1,815.00	288688	Buck Gold Inc. (100%)	1	5	2022
1080353	EQTY XII	1,892.51	288688	Buck Gold Inc. (100%)	1	5	2022
1080354	EQTY XIII	1,852.99	288688	Buck Gold Inc. (100%)	1	5	2022
1080355	EQTY XIV	1,884.41	288688	Buck Gold Inc. (100%)	1	5	2022
1080356	EQTY XV	1,883.30	288688	Buck Gold Inc. (100%)	1	5	2022
1080357	EQTY XVI	1,882.24	288688	Buck Gold Inc. (100%)	1	5	2022
1080358	EQTY XVII	1,166.38	288688	Buck Gold Inc. (100%)	1	5	2022
1080359	EQTY XVIII	526.69	288688	Buck Gold Inc. (100%)	1	5	2022
1080360	EQTY XIX	1,829.23	288688	Buck Gold Inc. (100%)	1	5	2022
1080361	BE1	1,869.31	288688	Buck Gold Inc. (100%)	1	5	2022
1080362	BE2	1,870.99	288688	Buck Gold Inc. (100%)	1	5	2022
1080390	BN9	1,879.38	288688	Buck Gold Inc. (100%)	1	5	2022
1080391	BN9	1,860.11	288688	Buck Gold Inc. (100%)	1	5	2022
1080392	BN10	1,784.64	288688	Buck Gold Inc. (100%)	1	5	2022
1080407	BN11	1,261.90	288688	Buck Gold Inc. (100%)	1	5	2022
1080409	BN12	1,582.53	288688	Buck Gold Inc. (100%)	1	5	2022
1080412	BN12	1,803.46	288688	Buck Gold Inc. (100%)	1	5	2022
1080413	BN13	282.72	288688	Buck Gold Inc. (100%)	1	5	2022
1080414	BN13	1,619.24	288688	Buck Gold Inc. (100%)	1	5	2022
1080363	BE3	1,853.67	288688	Buck Gold Inc. (100%)	1	5	2022
1080365	BE4	1,893.11	288688	Buck Gold Inc. (100%)	1	5	2022
1080366	BE5	1,870.22	288688	Buck Gold Inc. (100%)	1	5	2022
1080367	BE6	1,871.88	288688	Buck Gold Inc. (100%)	1	5	2022
1080368	BE7	1,815.59	288688	Buck Gold Inc. (100%)	1	5	2022
1080369	BE8	1,892.44	288688	Buck Gold Inc. (100%)	1	5	2022
1080370	BE7	1,022.49	288688	Buck Gold Inc. (100%)	1	5	2022
1080371	BW1	1,893.48	288688	Buck Gold Inc. (100%)	1	5	2022
1080372	BW2	1,895.29	288688	Buck Gold Inc. (100%)	1	5	2022
1080373	BW3	1,854.68	288688	Buck Gold Inc. (100%)	1	5	2022
1080375	BE8	681.76	288688	Buck Gold Inc. (100%)	1	5	2022
1080376	BE9	584.91	288688	Buck Gold Inc. (100%)	1	5	2022
1080628	CHINA NOSE EXT I	1,696.52	288688	Buck Gold Inc. (100%)	1	18	2022
1080629	CHINA NOSE EXT II	1,130.17	288688	Buck Gold Inc. (100%)	1	18	2022
1080631	BE9	1,717.20	288688	Buck Gold Inc. (100%)	1	18	2022
1080632	BE10	1,889.52	288688	Buck Gold Inc. (100%)	1	18	2022
1080633	BW4	1,883.54	288688	Buck Gold Inc. (100%)	1	18	2022
1080634	BE11	1,151.98	288688	Buck Gold Inc. (100%)	1	18	2022
1081177	BN14	1,807.30	288688	Buck Gold Inc. (100%)	2	14	2022
1081178	BE12	1,867.73	288688	Buck Gold Inc. (100%)	2	14	2022
1081179	BE13	471.93	288688	Buck Gold Inc. (100%)	2	14	2022
1081180	BN14	1,843.79	288688	Buck Gold Inc. (100%)	2	14	2022
1081181	BN15	1,260.94	288688	Buck Gold Inc. (100%)	2	14	2022
1081786	BW 5	1,882.04	288688	Buck Gold Inc. (100%)	3	23	2022
1081787	BW6	1,751.03	288688	Buck Gold Inc. (100%)	3	23	2022
1081788	BW7	1,808.96	288688	Buck Gold Inc. (100%)	3	23	2022
1081789	BW7	1,866.81	288688	Buck Gold Inc. (100%)	3	23	2022
1081790	BW8	1,868.94	288688	Buck Gold Inc. (100%)	3	23	2022
1081791	BW9	1,814.18	288688	Buck Gold Inc. (100%)	3	23	2022
1081792	BW10	1,872.47	288688	Buck Gold Inc. (100%)	3	23	2022
1081793	BW11	1,815.92	288688	Buck Gold Inc. (100%)	3	23	2022
1081794	BW12	1,809.96	288688	Buck Gold Inc. (100%)	3	23	2022
1081795	BW13	1,810.98	288688	Buck Gold Inc. (100%)	3	23	2022
1081796	BW13	1,812.41	288688	Buck Gold Inc. (100%)	3	23	2022
1081797	BW14	1,587.29	288688	Buck Gold Inc. (100%)	3	23	2022
1081798	BW15	1,134.66	288688	Buck Gold Inc. (100%)	3	23	2022
1081799	BE14	1,894.96	288688	Buck Gold Inc. (100%)	3	23	2022
1081800	BE15	132.64	288688	Buck Gold Inc. (100%)	3	23	2022

Figure 3a: Map of the north half of the Five Point Property mineral claims

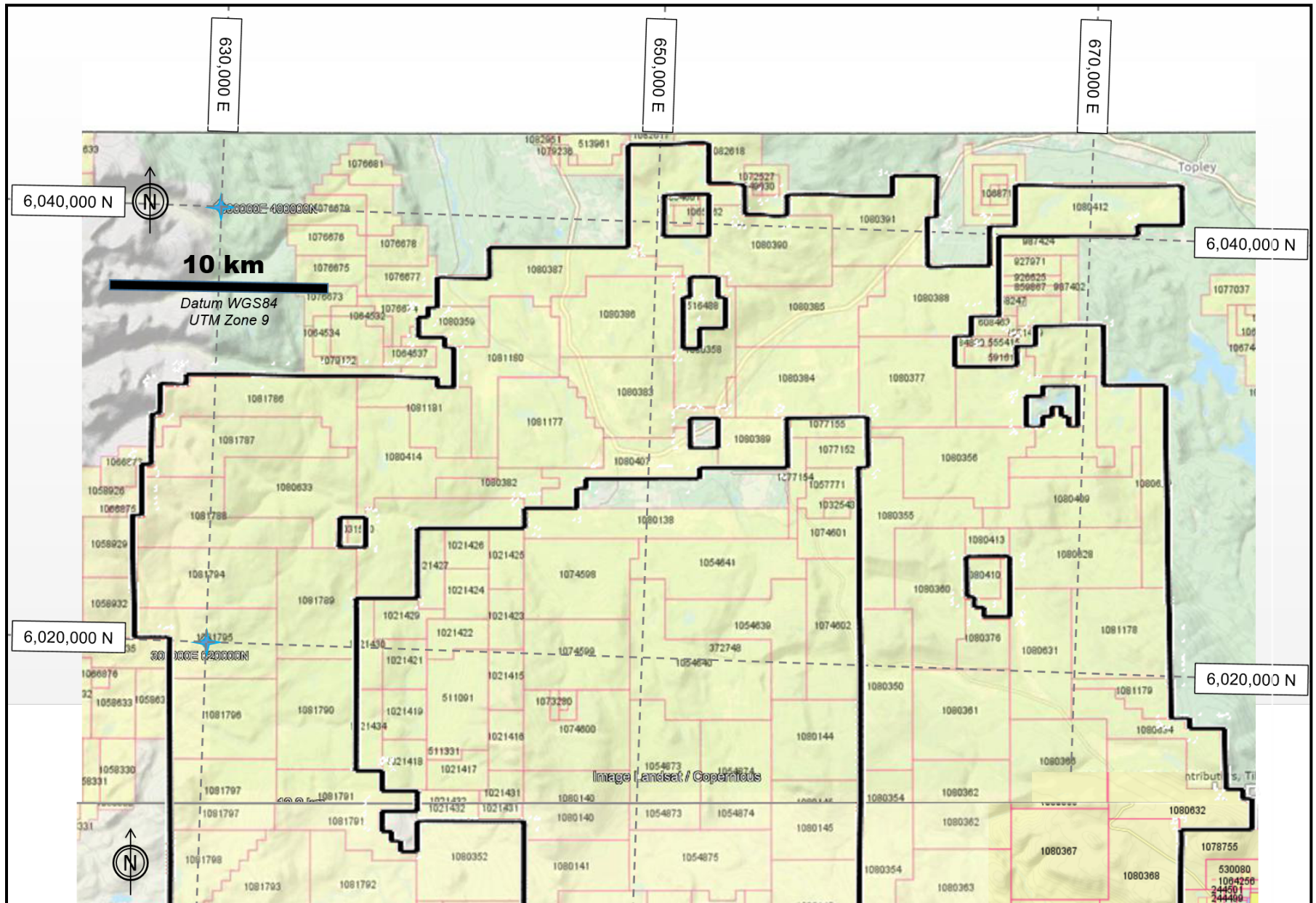
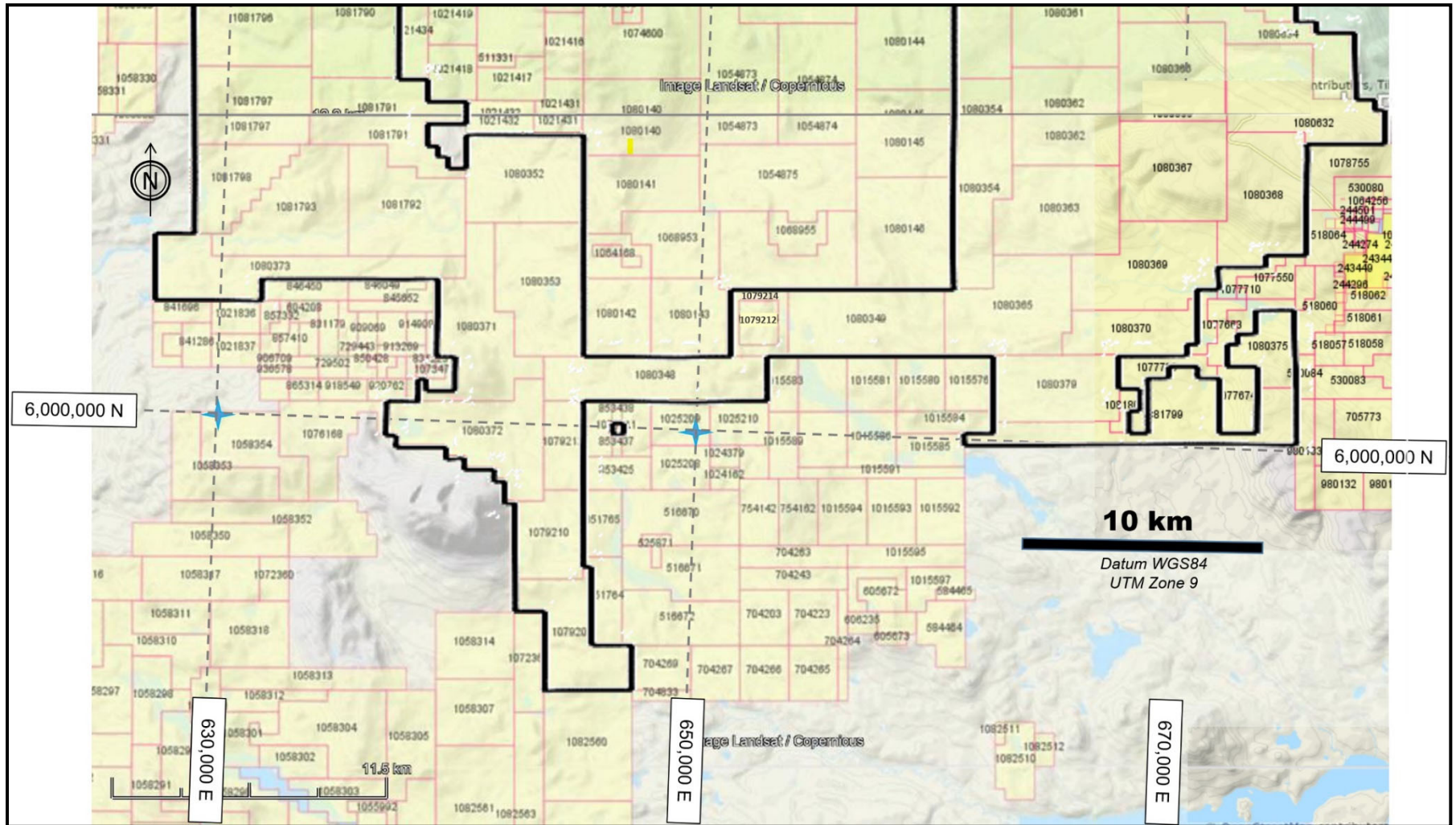


Figure 3b: Map of the south half of the Five Point Property mineral claims.



### Provincial Mineral Rights

The *Mineral Tenure Act* (British Columbia) provides exploration rights for mineral claims registered with the government. Claims are registered online by cell units equivalent to approximately 19 hectares in this area of British Columbia. Exploration and development expenses must be filed to cover annual requirement of \$5 per hectare for the first two years, \$10 per hectare for the 3rd and 4th years, \$15 per hectare for the 5th and 6th years and \$20 per hectare for the 7th and 8th years. Alternatively, the recorded holder may make a payment at the time of registration in twice the value of the required work for the next anniversary year. Production is limited to 1000 tonnes of ore per cell unit per year, although bulk samples of up to 10,000 tonnes are allowed once every five years per claim.

The claims are located on Crown land and are legally accessible without additional permits. Phase 1 recommended work (see Recommendations heading below) consists of surface exploration and airborne geophysics. The surface work is not expected to require additional permitting. Subsequent work may include drilling, depending on the results of Phase 1, and drilling requires notice of work permits that would be applied for under the *Mines Act* (British Columbia), as further reviewed by the B.C. Ministry of Energy, Mines and Petroleum Resources regional office, including applicable First Nations consultation. Based on the author's experience, these permits should not be difficult to acquire but may take some months to receive.

There are no current environmental liabilities known or apparent to the author, nor are other significant factors and risks known to author that may affect access, title, or the right or ability to perform work on the Five Point Property. No previous mining activities have occurred on Five Point, thus no liabilities from mining or waste disposal from mining might exist. No permits are required for Phase 1 of the proposed exploration program. There are no known federal, provincial or regional parks, wilderness or conservancy areas, ecological reserves in the immediate vicinity of the Five Point Property. The area is situated within the traditional territory of the Wet'suweten First Nation.

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

The Five Point Property can be accessed by scheduled air service to Smithers, B.C. and then paved highway less than 1 hour south to the small town of Houston, B.C. (population ~3,000). Rail access also is available to Houston, with the CN rail mainline crossing the Five Point mineral claims. Within the claims, there are numerous unpaved Forest Service roads, some heavily used and well maintained. The most heavily used roads require radio call in every two to five kilometres for safety given to intense logging and mining truck usage. Required call-ins are displayed on billboards by the affected roadsides.

Weather conditions in Houston consist of a 3.5 month warm season from late May to mid-September, and a 3 month cold season from mid-November to mid-February (Fig. 4). Higher elevations are likely to experience heavy snow cover until July. Rainy days are expected from late March to mid-November, and snow accumulations from early to mid-November through late March.

Positioning the tailings storage, waste disposal and wash plant could be limited by the mountainous terrain but given the large size early stage of the Project potentially exploitable targets are not yet defined and might or might not incur limits on operation options.

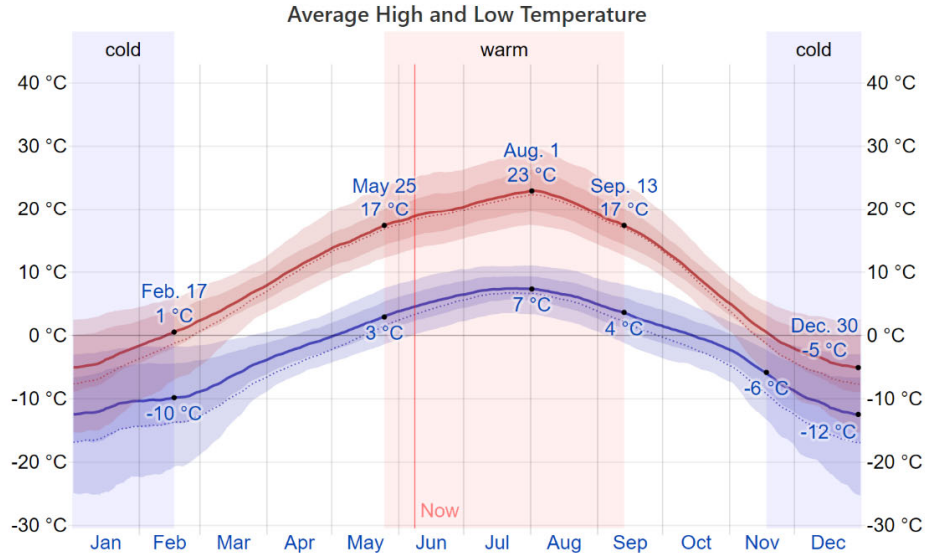
Figure 4: Average Weather Conditions: After Weatherspark website.

<https://weatherspark.com/y/303/Average-Weather-in-Houston-Canada-Year-Round>

## Temperature

The warm season lasts for 3.6 months, from May 25 to September 13, with an average daily high temperature above 17 °C. The hottest day of the year is August 1, with an average high of 23 °C and low of 7 °C.

The cold season lasts for 3.0 months, from November 17 to February 17, with an average daily high temperature below 1 °C. The coldest day of the year is December 30, with an average low of -12 °C and high of -5 °C.

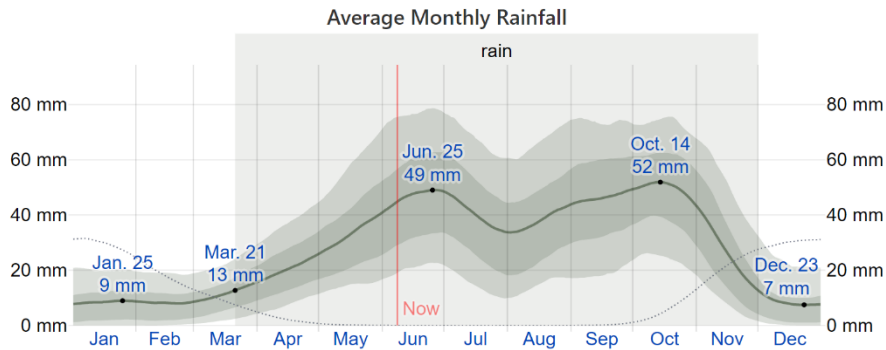


The daily average high (red line) and low (blue line) temperature, with 25th to 75th and 10th to 90th percentile bands. The thin dotted lines are the corresponding average perceived temperatures.

## Rainfall

The rainy period of the year lasts for 8.4 months, from March 21 to December 1, with a sliding 31-day rainfall of at least 13 millimetres. The most rain falls during the 31 days centered around October 14, with an average total accumulation of 52 millimetres.

The rainless period of the year lasts for 3.6 months, from December 1 to March 21. The least rain falls around December 23, with an average total accumulation of 7 millimetres.



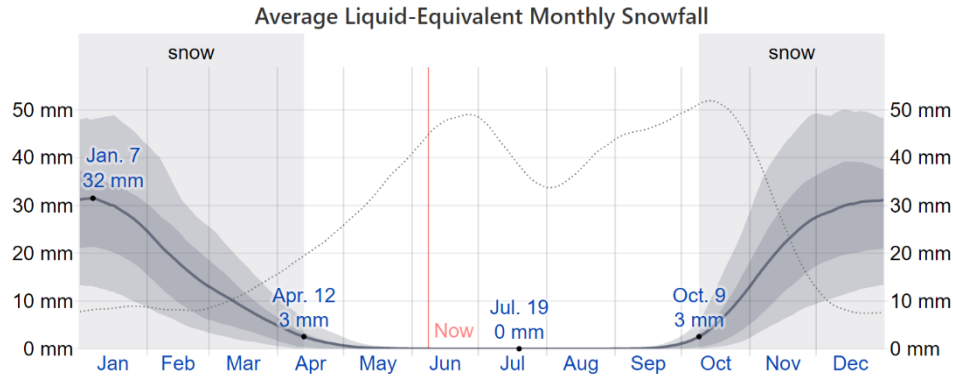
The average rainfall (solid line) accumulated over the course of a sliding 31-day period centered on the day in question, with 25th to 75th and 10th to 90th percentile bands. The thin dotted line is the corresponding average liquid-equivalent snowfall.



## Snowfall

The snowy period of the year lasts for 6.1 months, from October 9 to April 12, with a sliding 31-day liquid-equivalent snowfall of at least 3 millimetres. The most snow falls during the 31 days centered around January 7, with an average total liquid-equivalent accumulation of 32 millimetres.

The snowless period of the year lasts for 5.9 months, from April 12 to October 9. The least snow falls around July 19, with an average total equivalent accumulation of 0 millimetres.



## Power

Five Point is served by the B.C. Hydro power grid, with a 500 kv overhead line across the northern part of the claims, and 138 kv lines along the Morice River and Buck Creek (B.C Hydro, 2016 Transmission System map: <https://www.bchydro.com/content/dam/BCHydro/customer-portal/documents/corporate/suppliers/transmission-system/maps/bch-transmission-map.pdf>)

The cold winter conditions impose limits on work programs (Fig. 4). Mapping, surface sampling and prospecting are obviously limited to snow free areas and times of the year. Drilling with ground or helicopter support can occur throughout the year. Snow cover melts in April, but snow can accumulate again in significant quantities by mid-November.

No mining has occurred to-date on the Five Point Property.

## History of Exploration

Prospectors were in the area by at least 1905, when they reportedly produced alluvial gold from Bob Creek in the Buck Creek valley (B.C. MINFILE 093L 005; off the Five Point claims in the central unowned area).

Copper and silver mineralization was reported in 1970 on the south slope of Mount Harry Davis north of Houston B.C. Reported chip samples (the Westgarde mineralized zone) extending 44 m at 0.96% Cu and 113 grams per tonne (g/t) Ag were recovered from a road cut on claim 1080358. A grab sample 120 m southeast down the hill side from the road cut returned 4% Cu and 124 g/t Ag (Geology, Exploration and Mining, 1970; B.C. MINFILE 93L 204). See the Mineralization sub-heading in the Exploration section later for more details.

In 1984, Eldor Resources Limited completed geological mapping on the HD claims on Mt Harry Davis, a portion of which extends onto Five Point claim 1080358 (Cruickshank, 1985 AR14157).

In 1989, 4 NQ drill holes were completed by Equity Silver Mines Ltd on Five Point claim #1080358 for a total of 500.3 m (Gagnier and Hanson, 1989 AR18911). The drill holes, plus 6 trenches, are

located on the south slope of Mt Harry Davis. Equity Silver reports that drill hole 89-03 intersected 4.3 g/t Ag over 12.2 m from 79.2 to 91.4 m (end of hole; composited 5 samples) and drill hole 89-04 intersected 0.24% Cu and 12.0 g/t Ag over 2.5 m from 91.5 to 94.0 m (Gagnier and Hanson, 1989 AR18911).

In 1993, Teck completed 4 holes in the Mt Harry Davis area, one of which was on claim 1080358 (HD 93-03, inclination 45°/azimuth 270°; Thomson, 1993 AR23232).

In 2012, Quartz Mountain Resources Ltd completed an airborne magnetometer survey that covers part of the southern Five Point claims block (Andrzejewski et al, 2012 – Assessment Report 33176). The results reveal a large oval-shaped feature interpreted as a possible caldera that includes magnetic high anomalies also revealed by Buck Gold's airborne magnetic survey over the same areas (see Exploration section later; Andrzejewski et al, 2012 – AR33176).

During 2020 and into 2021, Sun Summit began drilling high-grade gold and silver veins, as well as long intersections of disseminated Au and Ag mineralization on their Buck Property, located in the central gap of the Five Point claims block, adjacent to but off of the Five Point project. Drill discoveries to-date by Sun Summit are located along Buck Creek, approximately 5 to 10 km from the claim boundary shared between Sun Summit and Buck Gold, as situated to the west, north and east. As at the date of this report, Sun Summit has reported results from 11 out of their 18 completed drill holes, with high-grade gold intersections such as 31.1 g/t Au over 4.0 m (including 246.00 g/t Au over 0.5 m) from hole BK21-020, and 5.78 g/t Au over 7.4 m (including 41.90 g/t Au over 1.0 m) from drill hole BK21-024,

Disseminated long intervals include 0.78 g/t Au over 186 m in drill hole BK21-017, and both 1.02 g/t Au over 54.0 m and 0.93 g/t Au over 59.1 m in drill hole BK21-032. See Deposit Types and Adjacent Properties sections below for more detail regarding the discoveries by Sun Summit on their Buck Property. Note that the author has not been able to verify the information presented by Sun Summit, and such information is not necessarily indicative of mineralization on the Five Point Property.

### Geological Setting and Mineralization

The Five Point Property is located in the southern Stikine Terrane, the largest of the accreted blocks that comprise most of British Columbia. The Stikine Terrane is elongate to the northwest, with the Bowser Basin in the north and the Nechako Basin in the south, separated by the northeast trending Skeena Arch that passes north of Houston B.C. The Property extends south from the south flank of the Skeena Arch through the town of Houston nearly to Francois Lake in the south (Fig. 5).

Rocks of the Stikine Terrane comprise island arc volcanics and sedimentary strata ranging from the Upper Triassic to the Upper Cretaceous, and intrusive rocks from the Late Triassic to the Eocene (Carter, 1974; Carter, 1984). Generally, the exposed volcanic and sedimentary strata become younger to the southeast across the property area. Stratigraphy in the property region extends up from the Upper Triassic Takla Group to the Lower Jurassic Hazelton Group volcanics and above to sedimentary rocks of the Lower Cretaceous Skeena Group, and Upper Cretaceous Sustut Group (Fig. 6).

### *Local and Property Geology*

Volcanic and sedimentary stratigraphic units mapped on the property range from Lower Jurassic Telkwa Formation calc-alkaline volcanic of the Hazelton group in the northwest overlain locally by coarse clastic sedimentary rocks of the mainly fluvial Red Rose Formation of the Skeena Group (Fig. 7; MacIntyre *et al*, 1994).

Figure 5: Property area geology map. After Carter, 1984.

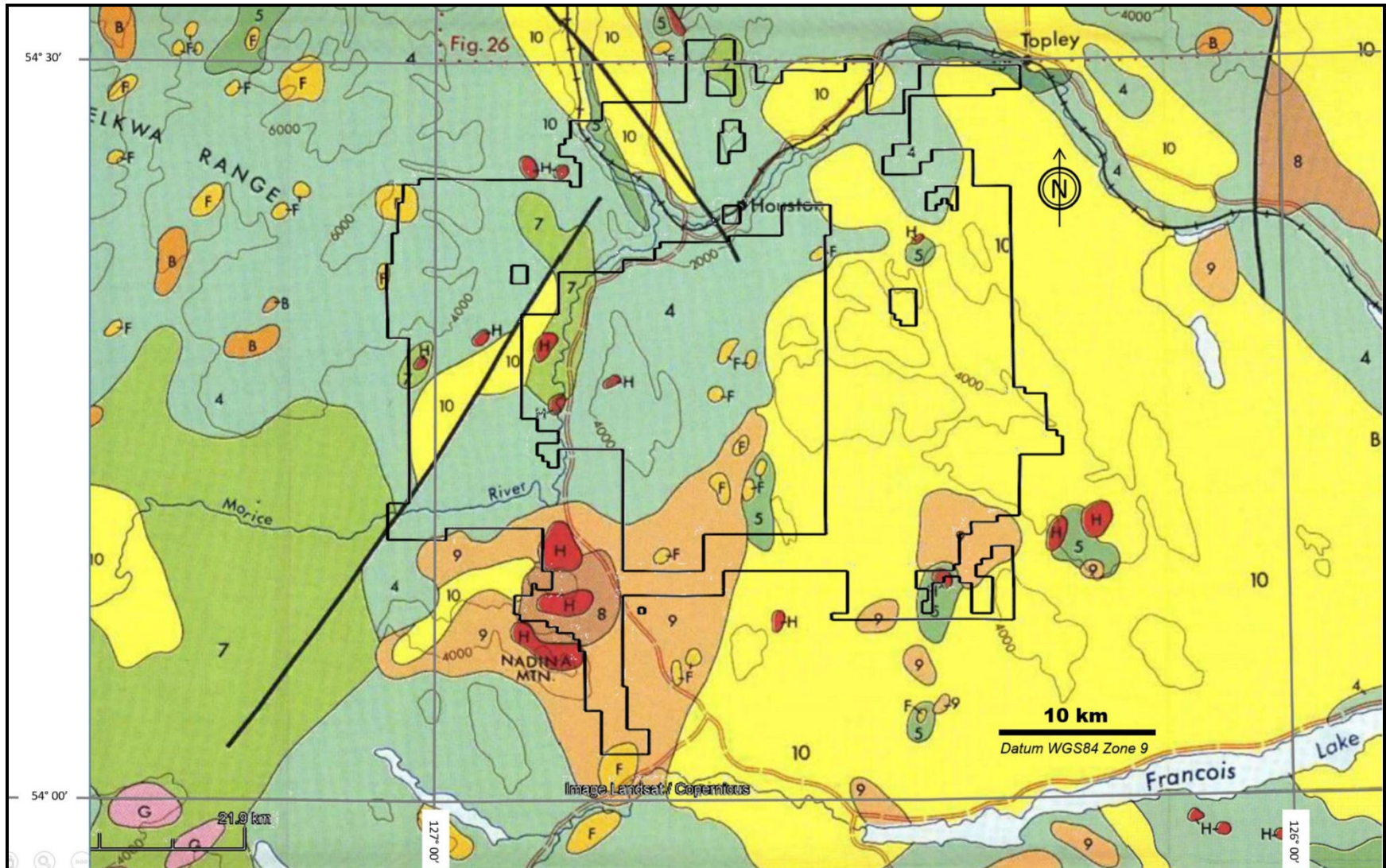
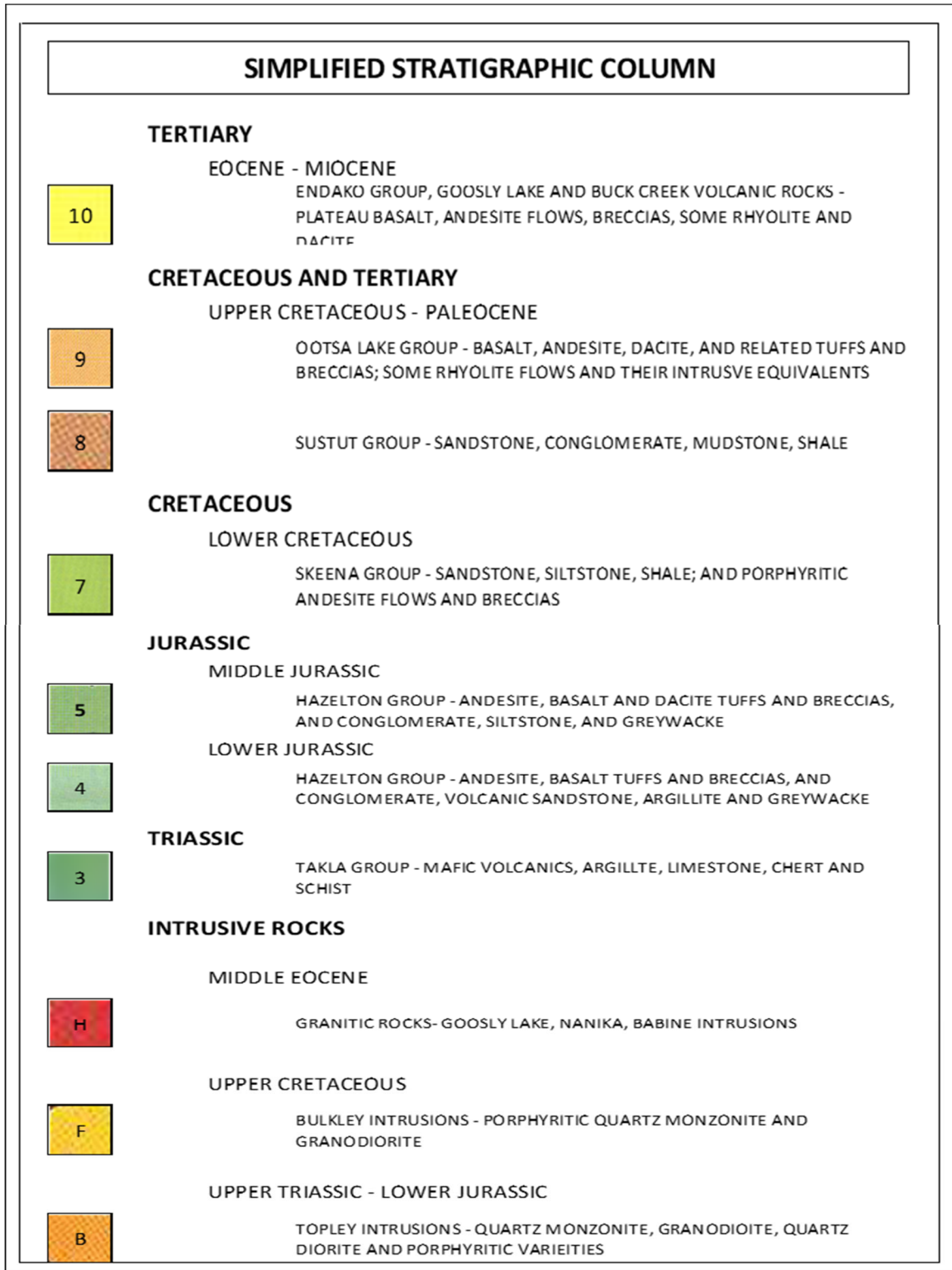


Figure 6: Simplified stratigraphic column for Regional Geology map figure 5. After Carter, 1984.



Elsewhere in the northwest part of the Property, the Lower Jurassic Hazelton Group volcanics are unconformably overlain by Upper Cretaceous andesitic rocks of the Kasalka Group, or Eocene basaltic volcanics of the Buck Creek Formation, or alkaline volcanics of the Goosly Lake Formation (Fig. 7).

Southward across the Five Point Property, the Upper Cretaceous andesitic rocks of the Kasalka Group become more extensively exposed, and are covered unconformably by Eocene alkaline volcanics of the Goosly Lake Formation and basalts of the Buck Creek Formation. Some relatively small windows of Lower Cretaceous Skeena Group sedimentary rocks are also exposed in the south and southwestern portion of the property (MacIntyre *et al.*, 1994).

Several intrusive rock units penetrate the volcanic and sedimentary strata across the property (Fig. 8). Early Cretaceous quartz monzonitic intrusive rocks of the McCauley Island Plutonic site are mapped in the extreme northwest corner of the property (claims 1081786 and 1081787). Elsewhere, feldspar porphyry of the Late Cretaceous Bulkley Plutonic Suite occurs in various mapped locations on the claims, as well as off the claims to the south and east associated with the past producer Silver Queen Mine (described in more detail in the Adjacent Properties section later; MacIntyre *et al.* 1994). Younger Eocene intrusive of the Nanika Plutonic Suite (45 to 54 Ma) are similarly scattered across the Five Point Property.

Figure 7: Property Geology. After MacIntyre et al. (1994) and Massey et al. (2005).

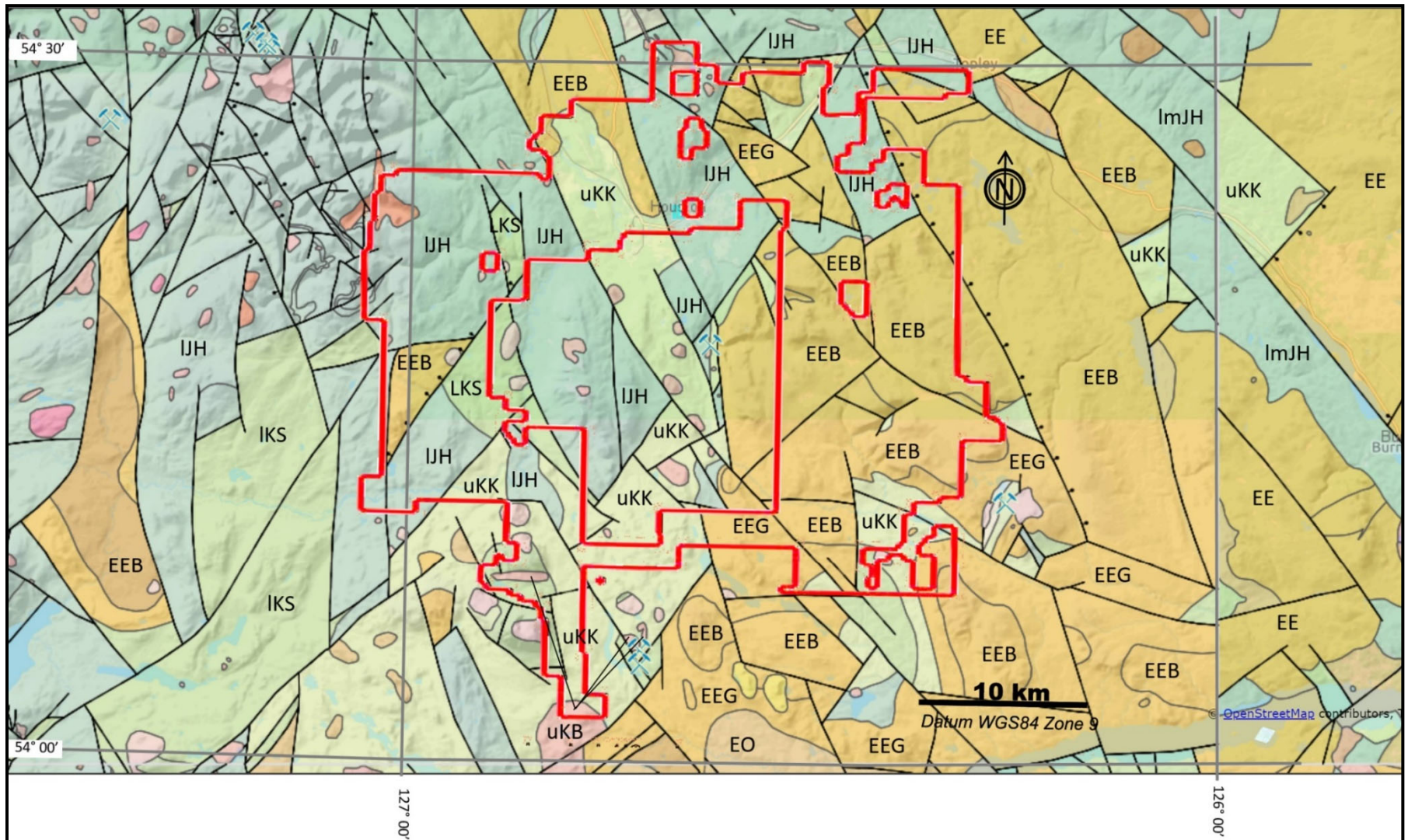
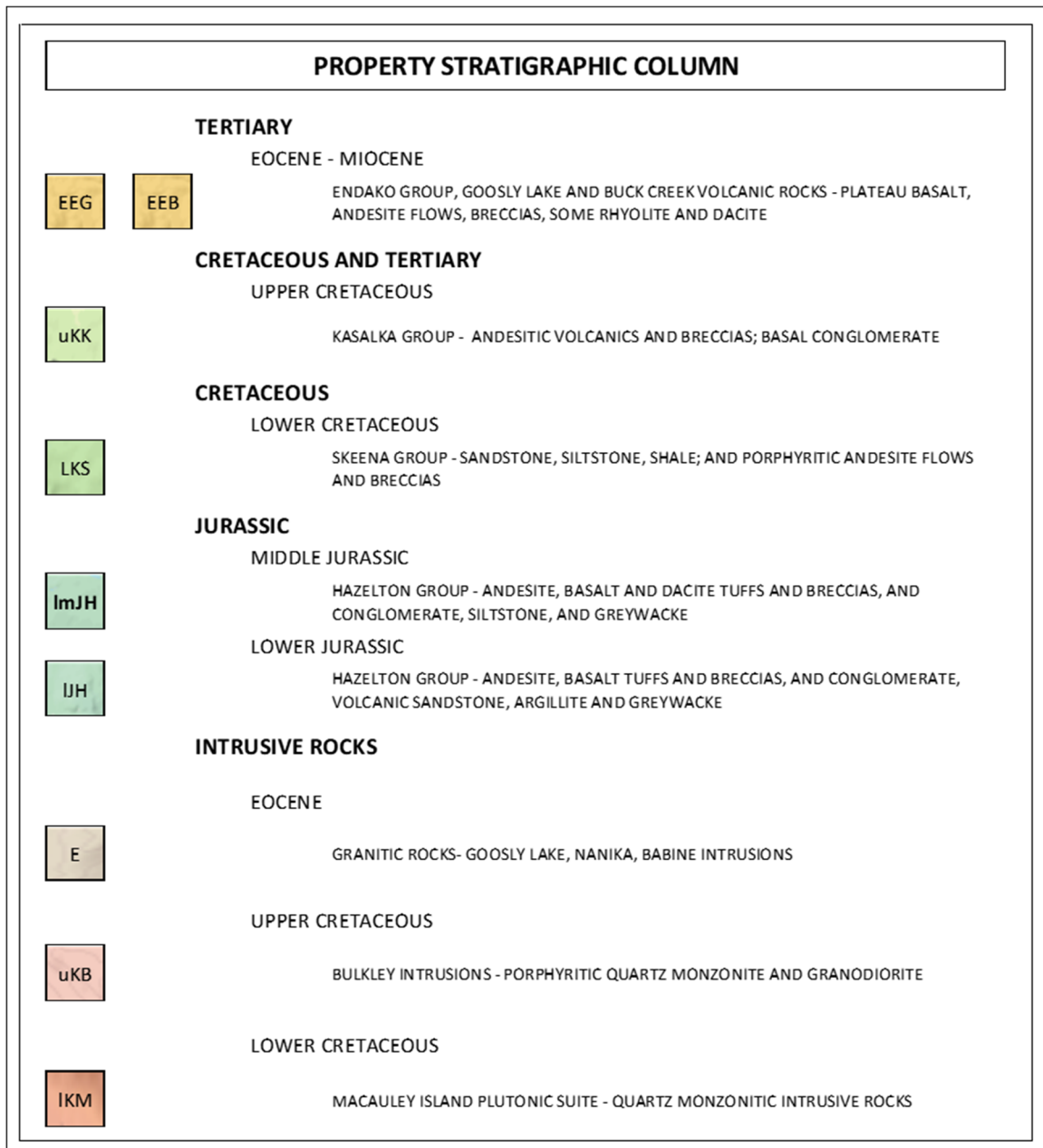


Figure 8: Simplified stratigraphic column for Property Geology Map Figure 7 above. After MacIntyre et al. (1994) and Massey et al. (2005).



## *Mineralization*

Historic mineralization has been reported from various locations within the Property in assessment reports and B.C. MINFILE. The B.C. MINFILE descriptions are briefly summarized below.

### 1 Mount Harry Davis Westgarde showing

Copper and silver mineralization was reported in 1970 at several points on the south slope of Mount Harry Davis. Reported chip samples long a road cut in claim 1080358 define the Westgarde mineralized zone in Hazelton Formation basalts as extending 44 m at 0.96% Cu and 113 grams per tonne (g/t) Ag. A grab sample 120 m southeast down the hill side returned 4% Cu and 124 g/t Ag (Geology, Exploration and Mining, 1970; BC MINFILE 93L 204).

### 2 Barb claims (1 km south of Westgarde)

Copper mineralization was identified at the surface in the form of malachite, azurite and bornite by Falconbridge geologists (Harper and Brown, 1970). No analytical results were presented.

## Deposit Types

The Five Point Property covers a large area of Mesozoic to Cenozoic volcanic and sedimentary strata in central B.C. that has been intruded by numerous igneous bodies. Such a large area of intrusives penetrating volcanic and sediment strata has the potential to host a broad variety of volcanic-related mineralization for gold, silver, copper, zinc and other base metals. Given the early stage of exploration on the Five Point Property, programs should be alert to a broad range of possible mineralization styles including high-grade sub-volcanic veins in brittle rock types, and potentially bulk minable porphyry styles in breccias and other less brittle rock types. For example, Sun Summit has recently announced discovery of epithermal gold in both high-grade veins and disseminated mineralization on adjacent claims in the central gap of the Five Point Property (see “Adjacent Properties” section below for more details).

<https://sunsummitminerals.com/wp-content/uploads/2021/06/SunSummit-Presentation-June-10-2021-high-res.pdf>

Gold, silver, copper, zinc and lead in calcite, quartz, barite and feldspar sub-volcanic veins disseminated sulfides occur locally in the Five Point Property region. Such veins can be relatively high-grade, occurring both on the claims as reported at the Mount Harry Davis Westgarde Au-Ag-Cu occurrence in the northern part of the property (B.C. MINFILE 93L 204; see ‘Geology – Mineralization’ section earlier in this report for more details), and at the Silver Queen Au-Ag-Cu-Zn-Pb occurrence located 2.5 kilometres east of the southern part of the claims (B.C. MINFILE 93L 002; see Adjacent Properties section later for more details). At Silver Queen, the veins are mostly less than 2 m thick and as much as 1.3 kilometres in strike length, occurring in relatively brittle rocks brittle feldspar porphyry or microdiorite of the Upper Cretaceous Kasalka Group. (Burga et al., 2019). Veins are quartz-carbonate-barite-specularite that contain disseminated to locally massive pyrite, sphalerite, galena, chalcopyrite and other sulfides. Approximately 20 mineralized veins have been discovered and mineralization is best characterized as “transitional porphyry-epithermal type” similar to the past-producing Equity Silver Mine (Burga *et al.*, 2019, Pantelyev, 1986).

Burga *et al.* (2019) noted that mineralization also occurs in pyroclastic rocks at Silver Queen although exploration has been minimal in those less brittle lithologies.

Locally high-grade Au-Ag-Zn mineralization has been recently reported by Sun Summit at their adjacent Buck Project (<https://sunsummitminerals.com/projects/>), located within the central gap of the Five Point Property tenure block. Sun Summit has reported a large, altered volcanic breccia system with widespread



gold, silver, and zinc mineralization, hosted in highly altered and fractured volcanic breccias as disseminations, veins/veinlets, and mineralized fractures. Included are drill intersections of 31.6 g/t Au over 4.0 m and 1.07 g/t Au over 109 m at Sun Summit's Buck Property (see Sun Summit news release dated May 11, 2021; [www.sunsummitminerals.com](http://www.sunsummitminerals.com)).

### Exploration

Buck Gold began their exploration program on the Five Point Property with a helicopter magnetic survey flown by Precision GeoSurveys Inc. on May 22 and May 23 2021. The airborne survey covered 14,790 hectares of the Five Point Property area in the southernmost part of the claims block, near Nadina Mountain (approximately 12% of the total area). The survey was flown at 200 m line spacing at a heading of 088°/268° with tie lines flown perpendicularly at 2000 m line spacing (Poon and Keyser, 2021; Figures 9 and 10). A total of 807 line kilometres were completed.

*Figure 9: Plan View –Five Point Gold survey block with actual flight lines in yellow and survey block boundary in red (from Poon and Keyser, 2021).*

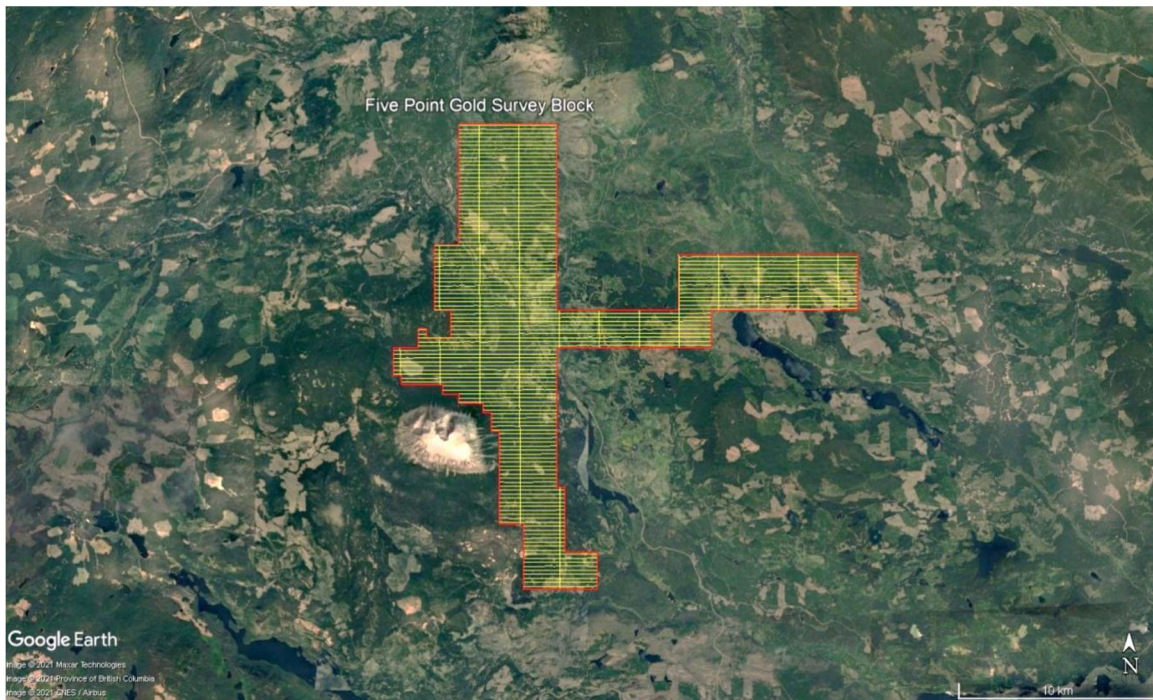


Figure 10: Terrain View –Five Point Gold survey block with actual flight lines in yellow (from Poon and Keyser, 2021).



The survey was flown out of Houston using a Bell 206 Jet Ranger helicopter with a high resolution magnetometer in a “stinger” configuration, and equipped with a data acquisition system, GPS navigation system, pilot guidance unit (PGU), laser altimeter, cesium vapor magnetometer, and fluxgate magnetometer. In addition, two magnetic base stations were used to record temporal variations of the Earth’s magnetic field.

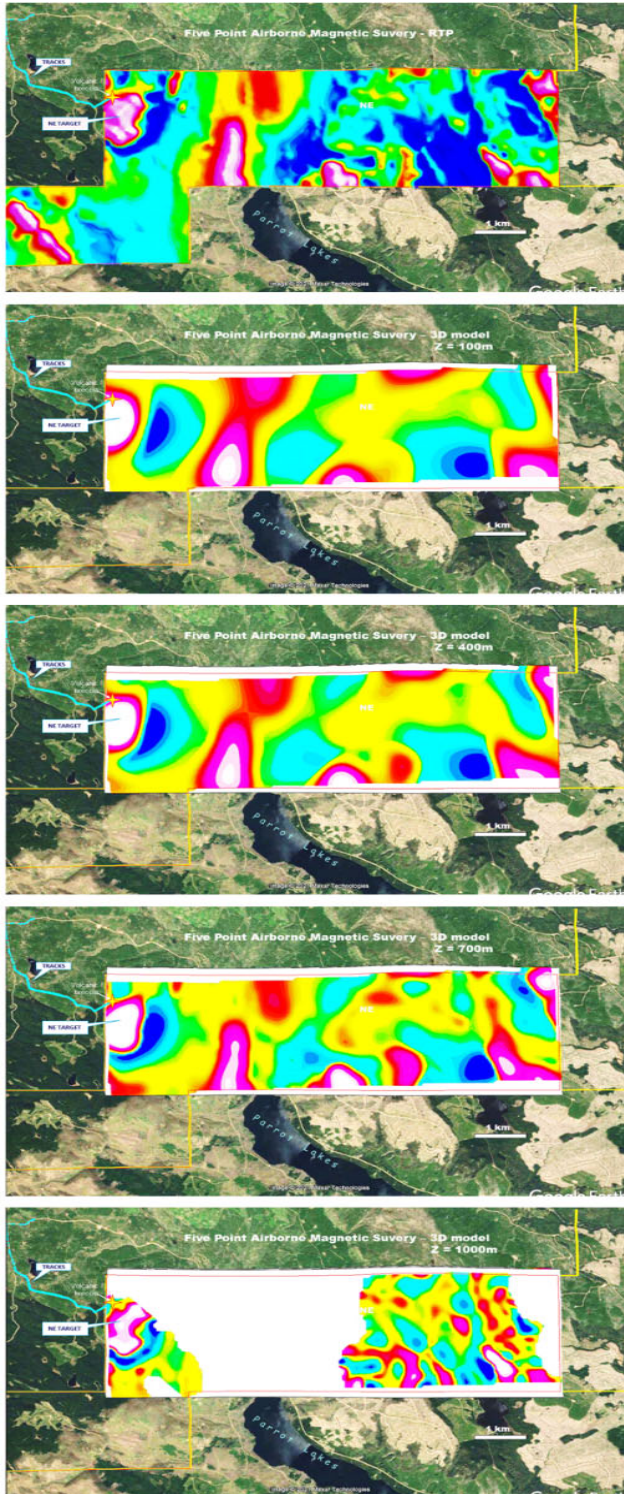
The results of the survey were presented to Buck Gold in the form of a series of maps using various algorithms to describe the measured magnetic field: total magnetic intensity (TMI) calculated horizontal gradient (CHG); calculated vertical gradient (CVG); residual magnetic intensity (RMI); and reduced to magnetic pole (RTP), plus a map of the digital terrain model (DRM) showing elevation. In the opinion of the author, the data presented appears to be of high quality and are useful and adequate for further exploration,

Precision GeoSurveys also completed a 3D inversion model of a single block of the survey, interpreted from model used Geosoft voxel modelling software to construct a block model of inferred magnetic susceptibilities. Precision GeoSurveys presented the voxel model as a series of depth (Z) slices ranging from Z=0 to Z=1100 m (Fig. 11).

The block selected for the 3D modelling covers a circular magnetic high anomaly about 600 m by 1000 m across from 2011 magnetic survey covering parts of the Five Point claims area. This magnetic high was previously interpreted as a potential magnetic stock suggestive of a resurgent intrusive center and warranting investigation. (Andrzejewski, *et al.*, 2012). This magnetic anomaly appears on the western edge of the modelled block, and persists as a strong, roughly circular, magnetic high to at least the Z=1100 m depth slice. The northeast target (NE) is similar to the NW target but on a somewhat less steep hill and also features medium gray exposed volcanoclastic breccia. The 3D model suggests the high magnetic susceptibility material causing the anomaly detected at surface persists to more than 1,100 m depth.

Buck Gold expended \$75,500 (plus tax) for the Precision GeoSurveys airborne magnetics survey and \$2,000 (plus tax) for the 3D inversion modelling.

Figure 11: 3D inversion depth slices.  $Z$  = depth below surface in m.



Airborne magnetic survey 3D model showing magnetic susceptibility at NE Target appears to define a cylinder persisting to more than 1 km depth

### *Site Visit of Airborne Targets*

Three prioritized potential targets areas were identified by the author from the recent airborne magnetic survey flown at 200 m line spacing (Fig. 12). A site visit to the Five Point Property was completed by the author of this report in June 2021.

The northwest target (NW) comprises an isolated circular magnetic feature approximately 800 m in diameter (Fig. 12). On the ground, the NW magnetic high covers a steep hill with exposed medium to dark gray volcanoclastic layers (Fig. 13) including porphyritic breccia clasts (Fig. 14). Porphyry crystals are euhedral white plagioclase up to 0.7 mm in length that are set in a fine-grained medium to dark gray matrix.

*Figure 12: Magnetic survey reduced to pole (RTP) showing access by tracks on forest service roads, and three inspected targets.*

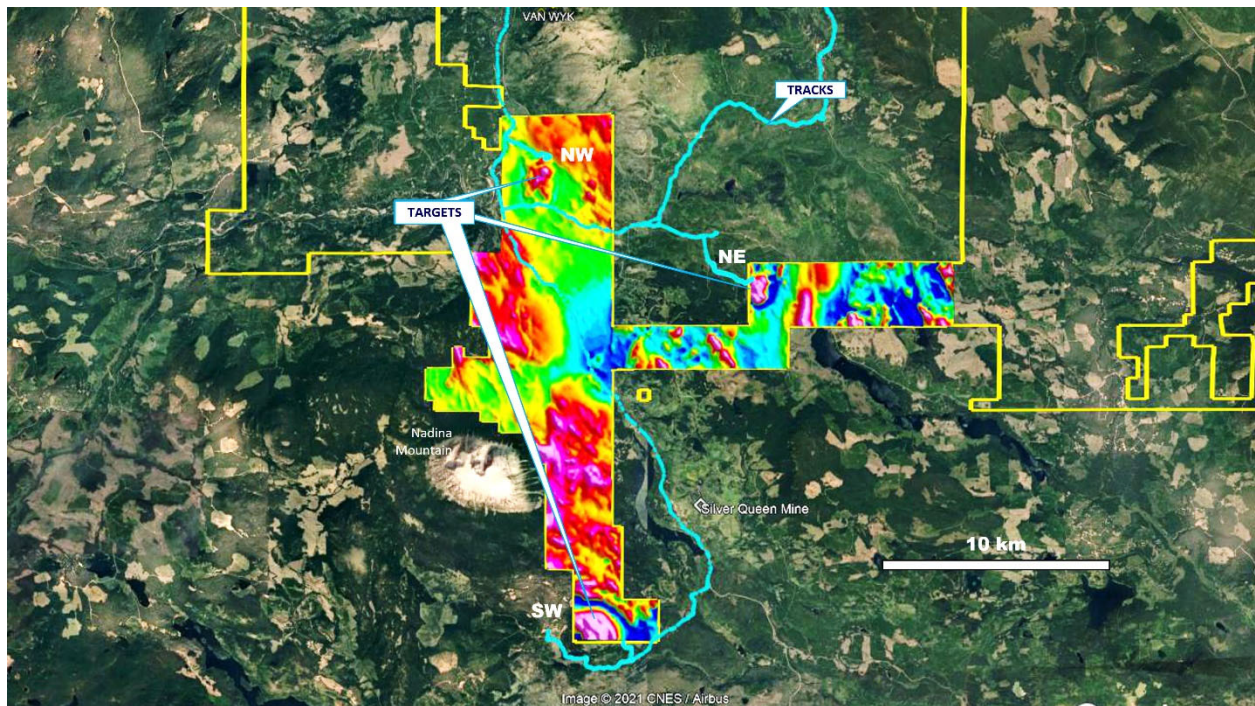


Figure 13: NW target covers the steep hill, where some steeply dipping layers are rusty-orange colored.



Figure 14: NW Target outcrop and detail



The south target (S) occurs on another steep hill with gray cliff exposures, like targets NW and NE (Fig.15) but was not accessed on this visit. Target S warrants follow-up exploration and 3D modelling.

*Figure 15: Hill comprised on gray layered probable volcanoclastics coincident with magnetic target S (top = distant view; bottom = detail).*



### Drilling

As at the date of this report, Buck Gold has not completed any drilling at the Five Point Property.

Historical drilling was identified on Five Point claim # 1080358 and is described in Table 2. The drill holes are located on the south slope of Mt Harry Davis (Fig. 16). Equity Silver Mines Ltd. completed 4 NQ drill holes on Five Point claim #1080358 totaling 500.3 m (Gagnier and Hanson, 1989 AR18911). Equity Silver reports (Table 2) that drill hole 89-03 intersected 4.3 g/t Ag over 12.2 m from 79.2 to 91.4 m (end of hole; composited 5 samples) and drill hole 89-04 intersected 0.24% Cu and 12.0 g/t Ag over 2.5 m from 91.5 to 94.0 m (Gagnier and Hanson, 1989 AR18911). Sample assays were completed at Equity Silver Mines Laboratory, with no further information on methods provided (Gagnier and Hanson, 1989 AR18911).

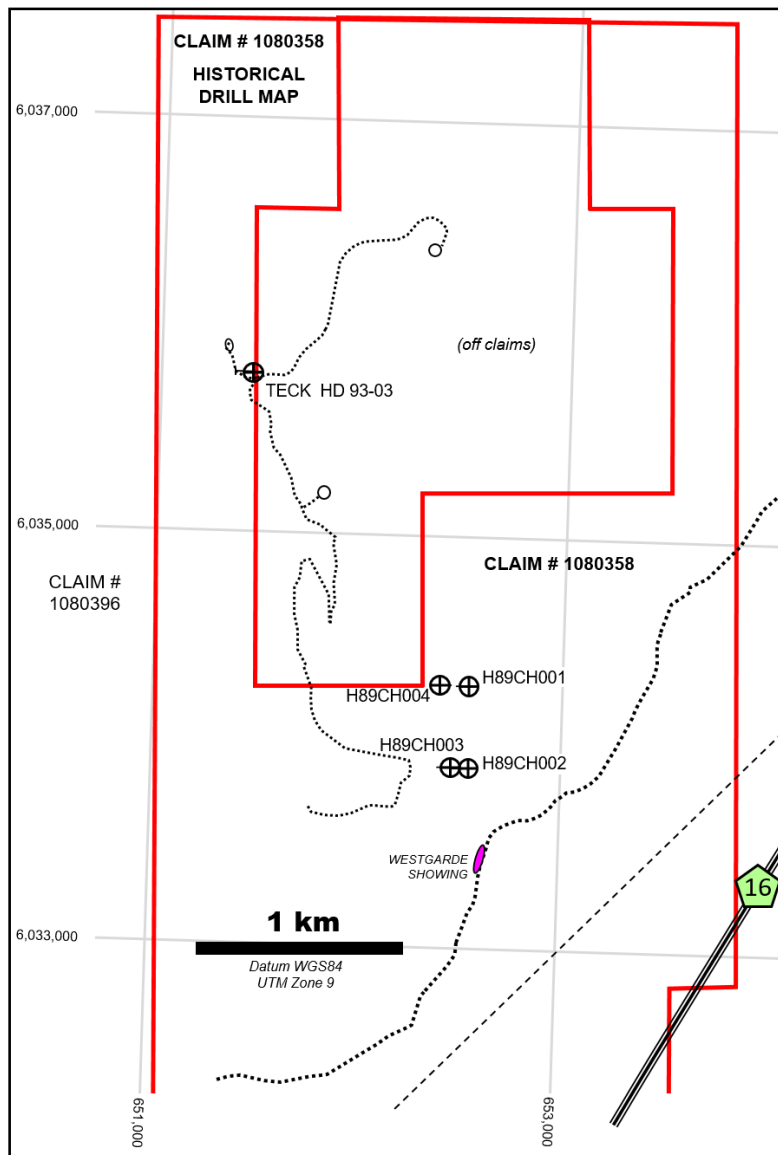
Teck also completed one drill hole on claim # 1080358 in 1993, near the top of Mt. Harry Davis. Drill hole HD 93-03 at inclination 45° and azimuth 270° reportedly intersected no significant intervals and “no recognizable sulfides” (Thomson, 1993 AR23232). One sample result for Zn = 274 ppm by ICP was reported as completed by Roszbacher Laboratory Ltd, in Kamloops B.C. using aqua regia digestion on a 0.5 gam aliquot Thomson 1993 AR23232).

Table 2: Historical drilling table Mt Harry Davis

Historical drill holes on the Five Point Gold Project													
Mt Harry Davis		Claim #	1080358		Significant Intervals								
		Year	DRILL #	Datum WGS84 Zone 9	Inclination	Azimuth	Total Depth (m)	From (m)	To (m)	Length (m)	Ag ppm	Cu %	
				UTM E	UTM N								
Equity Silver	1989	H89CH001	652,540	6,034,280	*	45	270	111.9	3.1	5.9	2.8	15	
		H89CH002	652,550	6,033,880	*	45	268	182.6					
		H89CH003	652,470	6,033,880	*	45	271	91.4	79.2	91.4	12.2	4.28	Composite 5 samples
		H89CH004	652,400	6,034,280	*	45	092	114.4	91.5	94	2.5	12	
Teck	1993	HD 93-03	651,450	6,035,765	*	45	270	148.4	No significant samples: "No Recognizable Sulfides"				

\*Note: UTM positions derived from local grid maps by Teck (, 1993) and Equity Silver (, 1989), registered by the author based on geographic features.

Figure 16: Historical drill map for claim 1080358 on Mt Harry Davis, and including the Westgarde Cu Ag road cut showing, as described above in the Geology Mineralization section.



Sample Preparation, Analyses and Security

No samples have been collected for analysis by Buck Gold on the Five Point Property.

Geophysical data for the heli-borne magnetic survey by Precision GeoSurveys collected and processed using a Billingsley TFM100G2 triaxial fluxgate magnetometer, along with two GEM GSM-19T base station magnetometers located at the Houston airstrip, as described in detail in an operations report provided by the contractor to Buck Gold.

Field processing and quality control (QC) used during the survey included: laser altimeter calibration; a lag test to determine the difference in time between the magnetometer, laser altimeter and geographical positioning system (GPS); a compensation flight test to determine the “small but significant” amount of noise introduced to the recorded magnetic data by the helicopter itself in flight; and a heading correction test. The safety and security of the crew and aircraft were assured by pilot experience and daily checks, and flying the survey on May 22 and 23, 2021, during only clear dry weather.

Results from the above tests were applied during processing to produce the final data maps and 3D magnetic inversion to assure quality (QA).

The author believes that the quality controls and quality assurance (QA/QC) used during data collection, processing and the preparation of maps and 3D inversion model were effective, appropriate and sufficient for the use of the magnetic survey in ongoing analysis and field work by Buck Gold at the Five Point Property.

#### Data Verification

Good forest road access to various parts of the Five Point Property was verified by the site visit, as was the occurrence of volcanoclastic breccia (including plagioclase porphyry clasts) at the NE and NW magnetic high anomalies visited during the site visit.

Mineralization reports from B.C. MINFILE and assessment reports were checked with original data sources, and map locations verified using topographic features from historical maps and imagery from google earth pro and government maps programs. Verifying the position of historical drilling and sampling resulted in inclusion of past drill holes that occur on claim #1080358 on Mt Harry Davis in the Drilling section above, as well as exclusion of other drilling that proved to be off the claims. Significant drill intervals were verified from original assessment reports available from the B.C. government, and composite intervals calculated and reported as appropriate, in the judgment of the author.

In the author’s opinion, data included in this report is adequate to serve as the basis for further work as recommended below.

#### Mineral Processing and Metallurgical Testing

No mineral processing or metallurgy tests have been conducted.

#### Mineral Resources Estimates

No mineral resource or reserves have been estimated for the Five Point Property.

#### Adjacent Properties

Equity Metals Corporation’s Silver Queen Property is located adjacent east of the southern part of the Five Point claims, and contains the past-producing Silver Queen Mine and an estimated resource that is described in a technical report current in 2019 by P&E Mining Consultants (Burga *et al.*, 2019). The Silver Queen estimated resource includes Au, Ag, Cu, lead (Pb) and Zn in a multi-metallic system envisioned for potential underground mining. The estimated mineral resource in the indicated and inferred mineral resource confidence categories is summarized from B.C. MINFILE 93L02 below, as well as in considerably more detail in the P&E Mining Consultants (Burga *et al.*, 2019) report to the standards of NI 43-101:



From B.C. MINFILE:

“In 2019, an updated mineral resource for the Silver Queen occurrence was reported at 815,000 tonnes indicated grading 6.35 per cent zinc, 3.24 grams per tonne gold, 201.4 grams per tonne silver, 0.26 per cent copper and 0.96 per cent lead with an additional 801,000 tonnes inferred grading 5.21 per cent zinc, 2.49 grams per tonne gold, 184.3 grams per tonne silver, 0.31 per cent copper and 0.88 per cent lead, using a C\$100/t cut-off (Burga, D. (2019-08-19): Initial Mineral Resource Estimate and Technical Report on the Number 3 Vein, Silver Queen Property).”

In the opinion of the author, the proximity of the Silver Queen occurrence to the Five Point Property emphasizes the importance of exploring to detect multi-metallic vein systems in the region. Note that the author has not been able to verify the information presented above, and such information is not necessarily indicative of mineralization on the Five Point Property.

Relevant Notes from Burga *et al.*, (2019):

1. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
2. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
3. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
4. The Mineral Resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

Sun Summit's Buck Project is an epithermal gold discovery located in the central claims gap of the Five Point Property, approximately 5 to 10 kilometres west, south and east of the mutual claim boundaries that the Five Point Property shares with Sun Summit. The Buck Project's drill intersections occur in an approximately 700 m long east west trend, out of an almost 2 kilometre long trend of reported targets. Sun Summit has reported results from 11 out of their 18 completed drill holes, with high-grade gold intersections such as 31.1 g/t Au over 4.0 m (including 246.00 g/t Au over 0.5 m) from hole BK21-020, and 5.78 g/t Au over 7.4 m (including 41.90 g/t Au over 1.0 m) from drill hole BK21-024,

Disseminated long intervals include 0.78 g/t Au over 186 m in drill hole BK21-017, and both 1.02 g/t Au over 54.0 m and 0.93 g/t Au over 59.1 m in drill hole BK21-032.

The Buck Target discovery is associated with a mapped unit of Upper Cretaceous Kasalka Group volcanic and volcanoclastic rocks intruded by several Late Cretaceous Bulkley Plutonic Suite stocks. Of likely interest to the reader of this report, the same rock unit extends in a northwest trend onto claims of the Five Point Property near the confluence of the Morice River and Bulkley River.

Detailed descriptions of the Sun Summit drilling and targets are provided at [www.sunsummitminerals.com](http://www.sunsummitminerals.com) and <https://sunsummitminerals.com/wp-content/uploads/2021/06/SunSummit-Presentation-June-10-2021-high-res.pdf>.

A second target highlighted by Sun Summit comprises a large Zn in soil anomaly, centered approximately 2 kilometres north of the southern Five Point claims.

Sun Summit's recent drilling at their Buck Project follows up a long history of exploration at the site starting with placer mining in the early 1900s, a 9 m adit excavation of 77 tonnes that yielded 21.9 g/t Au, 34.2 g/t Ag and 1.1% Zn in 1936, as well as multiple generations of drilling including reported intersections of 0.75 g/t Au over 143.33 m (Hole 84-13), 0.93 g/t Au over 91.4 m (Hole 68-4) and 0.65 g/t Au over 170.68 m (Hole 04-01; B.C. MINFILE 9L 009; Sun Summit news release dated December 2019 – [www.sedar.com](http://www.sedar.com)).

On July 8, 2021, Sun Summit announced a brokered private placement for up to \$4.0 million to advance their Buck Project, among other exploration uses, (see: <https://www.newsfilecorp.com/release/89759/Sun-Summit-Announces-Brokered-Private-Placement-for-up-to-C-4.0-Million>).

The author has not been able to verify the information presented by Sun Summit, and such information is not necessarily indicative of mineralization on the Five Point Property.

#### Other Relevant Data and Information

The author knows of no other relevant information needed for the purposes of this report, and believes that this report and its conclusions and recommendations are warranted, based on the information presented herein.

#### Interpretation and Conclusions

The Five Point Property is a district-scale early stage exploration project covering almost 120,000 hectares in central B.C., with sub-volcanic vein and porphyry Au, Ag, Cu, Zn and Pb potential. The sub-volcanic veins occurring in brittle volcanic lithologies potentially could be high-grade, with underground mining potential as at the adjacent Silver Queen occurrence (Burga *et al.*, 2019) and more disseminated mineralization in volcanoclastic layers warrants targeting for bulk mining potential.

In the author's opinion, the Five Point Property is one of merit. The large size, location in central B.C. near a variety of subvolcanic veins and porphyry occurrences, and a relatively low level of historical exploration give the Five Point Property sufficient potential to warrant further early-stage exploration.

#### Recommendations

The author recommends an exploration and evaluation program (Table 3) including: 1) expanded airborne magnetic survey; 2) 3D inversion modelling of existing and new magnetic data; 3) field prospecting and sampling of three magnetic targets identified from the May 2021 survey; and 4) field examination and sampling on Mount Harry Davis, described below as Phase 1 exploration program.

*Table 3: Recommended Phase 1 expenditures*

<b>Phase 1 Exploration Program</b>	
15 day field program – senior geologist and field assistants, \$1,800/day	\$27,000
Airborne magnetic survey (helicopter) – 800 line kms, 200m spacing	\$75,000
3D inversion modelling, 2 blocks	\$4,000
<b>Total:</b>	<b>\$106,000</b>

#### 4.4 Companies with Oil and Gas Operations

The Company does not have any oil and gas operations.

### 5. Selected Consolidated Financial Information

#### 5.1 Selected Financial Information

##### *Selected Financial Data of the Company*

The following table provides a brief summary of the financial operations of the Company. For more detailed information, refer to the financial statements of the Company for the six-month interim period ended June 30, 2021 (unaudited), and the fiscal year ended December 31, 2020 (which includes the interim period from incorporation of the Company on April 17, 2019 to December 31, 2019).

<b>Description</b>	<b>Interim Period ended June 30, 2021 (\$)</b>	<b>December 31, 2020 (\$)</b>	<b>December 31, 2019 (\$)</b>
<b>Operating Data:</b>			
Total revenues	Nil	Nil	Nil
Total expenses	479,539	253,621	57,760
Net loss for the year/period	479,539	253,621	57,760
Basic and diluted loss per share	0.03	0.03	0.01
Dividends	Nil	Nil	Nil
<b>Balance Sheet Data:</b>			
Total assets	444,736	300,675	201,935
Total liabilities	37,361	27,011	74,944

##### *Selected Financial Data of Buck Gold*

The following table provides a brief summary of the financial operations of Buck Gold for the period from incorporation until to May 31, 2021 and should be read in conjunction with such audited financial statements.

Description	Period from Incorporation until May 31, 2021 (\$)
Total Revenues	Nil
Net and Comprehensive Income (Loss)	
<i>Total</i>	26
<i>Per Share</i>	0.0
Total Assets	324,974
Total Liabilities	Nil
Cash Dividends	Nil

For more detailed information, see Schedule “C” – *Financial Statements of Buck Gold*.

### ***Pro Forma Information of the Resulting Company***

See Schedule “F” – *Pro Forma Financial Statement*.

## **5.2 Summary of Quarterly Results**

### ***Quarterly Results of the Company***

The table below sets out the revenue, income (loss) and income (loss) per share of the Company for the applicable recently completed quarters.

Quarter Ended	Revenue (\$)	Income (Loss) (\$)	Income (Loss) per Share (\$)
June 2021	0.00	(323,652)	(0.02)
March 2021	0.00	(155,887)	(0.01)
December 2020	0.00	(253,621)	(0.03)
September 2020	0.00	(123,832)	(0.01)
June 2020	0.00	(22,378)	(0.00)

## **5.3 Dividends**

No dividends have been paid by the Company since the date of its incorporation. The future payment of dividends will be dependent upon the financial requirements of the Resulting Company to fund further growth, the financial condition of the Resulting Company and other factors which the Board may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future, if at all. The Resulting Company intends to retain any earnings to finance growth and expand its operations and does not anticipate paying any dividends on the Shares in the foreseeable future.

## **5.4 Foreign GAAP**

This section is not applicable to the Company.

## **6. Management’s Discussion and Analysis**

The Company’s MD&A for the six months ended June 30, 2021 and the year ended December 31, 2020

are attached to this Listing Statement as *Schedule “B” – 79 Resources Ltd. MD&A*

Buck Gold’s MD&A for the period for the period from incorporation until to May 31, 2021 is attached to this Listing Statement as *Schedule “D” – Buck Gold Inc. MD&A*.

## 6.12 Proposed Transactions

For further details concerning the expected impact of the Share Purchase Agreement and acquisition of Buck Gold on the Company’s financial condition, results of operations and cash flows, see the unaudited pro forma consolidated statement of financial position of the Resulting Company. See Schedule “F” – *Pro Forma Financial Statement*.

## 7. Market for Securities

The Company’s Shares are currently listed for trading on the CSE under the symbol “SNR” and intends to retain this symbol upon completion of the Buck Gold Acquisition and CSE Approval.

## 8. Consolidated Capitalization

The following table summarizes the capitalization of the Company following completion of the Buck Gold Acquisition:

Description of Security	Number Authorized to be Issued	Outstanding as the Date of this Listing Statement <sup>(1)</sup>
Common Shares	Unlimited	99,530,001
Warrants	Unlimited	9,500,000
Options	10% of the issued and outstanding Shares	1,280,000

**Note:** (1) After the completion of the Buck Gold Acquisition.

### *Capital Structure of the Resulting Company*

Upon completion of the Buck Gold Acquisition, the capital structure of the Resulting Company is outlined below:

<b>Security</b>	<b>Issue/Exercise Price</b>	<b>Number Outstanding</b>
Current Issued and Outstanding Shares		17,530,001
Consideration Shares	\$0.09	80,000,000
Finders’ Fee Shares	\$0.09	2,000,000
<b>Undiluted Issued and Outstanding</b>		<b>99,530,001</b>
Share Purchase Warrants	\$0.15	4,600,000
Share Purchase Warrants	\$0.10	460,000
Share Purchase Warrants	\$0.20	4,180,000
Share Purchase Warrants	\$0.20	260,000
Stock Options	\$0.16	630,000

Stock Options	\$0.10	300,000
Stock Options	\$0.16	80,000
Stock Options	\$0.145	270,000
<b>Fully-Diluted Issued and Outstanding</b>		<b>110,310,001</b>

## 9. Options to Purchase Securities

### *Description of the Stock Option Plan*

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

The Stock Option Plan provides that the aggregate number of Shares reserved for issuance will be 10% of the number of Shares of the Company issued and outstanding from time to time. The Stock Option Plan is administered by the Board, who 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 Company 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 Company, 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 Company 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 Company's shares on the CSE 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 the number of Shares issuable on the exercise of options granted to all persons together with all of the Company's other previously granted options may not exceed 10% of the Company's issued and outstanding Shares on a non-diluted basis, from time to time. In addition, the number of 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 Shares issued and outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Company, (ii) to any one consultant may not exceed 2% in the aggregate of the total number of 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 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 Company a notice specifying the number of 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 granted by the Company outstanding as of the date of this Listing Statement:

Category of Optionee	Number of Optionees	Date of Grant	Number of Common Shares	Exercise Price	Expiry Date
Executive Officers	Steven Feldman CEO (200,000)  Leon Ho, CFO (30,000)	January 29, 2021	230,000	\$0.16	January 29, 2023
Directors who are not also Executive Officers	John Masters, (100,000 at \$0.10 & 50,000 at \$0.16)  William Rascan, (100,000 at \$0.16)	February 24, 2020  January 29, 2021	100,000  150,000	\$0.10  \$0.16	February 24, 2023  January 29, 2023
All other employees	N/A	N/A	N/A	N/A	N/A
Consultants	Gary Musil (200,000 at \$0.10)  Michael England (150,000 at \$0.16)  Gary Clark (50,000 at \$0.16)  Nicolas Weicker (50,000 at \$0.16)  Mitchel Lavery (80,000 at \$0.16 & 70,000 at \$0.145)  Doula Investments Inc. (200,000 at \$0.145)	February 24, 2020  January 29, 2021  January 29, 2021  January 29, 2021  March 23, 2021 & May 6, 2021  May 6, 2021	200,000  250,000  80,000  270,000	\$0.10  \$0.16  \$0.16/\$0.145  \$0.145	February 24, 2023  January 29, 2023  March 4, 2023  May 6, 2023
<b>TOTAL</b>	<b>10</b>		<b>1,280,000</b>		

## 10. Description of Securities

### 10.1 Description of the Company's Securities

The Company is authorized to issue an unlimited number of Shares without par value. As at the date of this Listing Statement there are 17,530,001 Shares issued and outstanding as fully paid and non-assessable shares, not including any Shares issued pursuant to the Buck Gold Acquisition. Upon completion of the Buck Gold Acquisition (including the Finder's Fee Shares) the Resulting Company will have 99,530,001 Shares issued and outstanding as full paid and non-assessable Shares.

As of the date of this Listing Statement, the Company has 9,500,000 warrants outstanding. 4,600,000 warrants are exercisable to acquire one Share at a price of \$0.15 per Share until August 27, 2022, 460,000 warrants are exercisable at a price of \$0.10 per Share until August 27, 2022, 4,180,000 warrants are

exercisable at a price of \$0.20 per Share until March 19, 2023, and 260,000 warrants are exercisable at a price of \$0.20 per Share until March 19, 2023.

As of the date of this Listing Statement, the Company has granted 1,280,000 stock options. 630,000 stock options are exercisable at a price of \$0.16 per Share until January 29, 2023, 300,000 stock options are exercisable at a price of \$0.10 per Share until February 24, 2023, 80,000 stock options are exercisable at a price of \$0.16 per Share until March 2, 2023, and 270,00 stock options are exercisable at a price of \$0.145 per Share until May 6, 2023.

Shareholders are entitled to dividends if, as and when declared by the Board. The holders of the Shares are also entitled to one vote per Share at meetings of the shareholders and, upon liquidation, to share equally in such assets of the Company as are distributable to the shareholders.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

## 10.2 – 10.6 Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Company or Buck Gold.

## 10.7 Prior Sales of Shares

### *The Company*

The prior sales of securities of the Company for the 12 months prior to the date of this Listing Statement are listed in the following table:

Date Issued	Number and Type	Issue Price Per Share	Aggregate Issue (\$)	Nature of Consideration
August 27, 2020	4,600,000 units (consisting of one Share and one Share purchase warrant)	\$0.10	\$460,000	Initial Public Offering
August 27, 2020	100,000 Shares	\$0.10	\$10,000	Initial Public Offering agent's services
August 27, 2020	460,000 broker's warrants	\$0.10	\$24,370	Initial Public Offering agent's services
December 30, 2020	200,000 Shares	\$0.10	\$20,000	Exercise of options
February 23, 2021	250,000 Shares	\$0.165	\$41,250	Pursuant to LSS Option Agreement
March 23, 2021	4,180,000 units (consisting of one Share and one Share purchase warrant)	\$0.12	\$501,600	Private placement
March 23, 2021	260,000 warrants	\$0.20	\$52,000	Finder's fee

### *Buck Gold*

The prior sales of securities of Buck Gold for the 12 months prior to the date of this Listing Statement are listed in the following table:



Date Issued	Number and Type	Issue Price Per Share (\$)	Aggregate Issue (\$)	Nature of Consideration
February 28, 2021	3,250,000	325,000	0.10	Private placement

## 10.8 Stock Exchange Price

The following table sets out the price ranges and volume traded on the CSE for the Shares for the periods indicated.

Period	High (\$)	Low (\$)	Volume
August 2020 <sup>(1)</sup>	0.15	0.15	10,000
September 2020	0.13	0.10	1,770,000
October 2020	0.135	0.105	403,500
November 2020	0.135	0.13	72,500
December 2020	0.17	0.12	326,400
January 2021	0.17	0.15	898,811
February 2021	0.25	0.155	652,499
March 2021	0.165	0.115	471,875
April 2021	0.135	0.095	48,500
May 2021	0.145	0.10	106,611
June 2021 <sup>(2)</sup>	0.14	0.10	111,000

**Note:**

(1) The Shares of the Company were listed on the CSE on August 27, 2020.

(2) At the request of the Company, trading in the Shares on the CSE was halted on June 16, 2021, pending the completion of the Buck Gold Acquisition.

Buck Gold is not a reporting issuer in any jurisdiction and its common shares are not listed or posted for trading on any stock exchange. No public market exists for the Buck Gold Shares.

It is anticipated following closing of the Buck Gold Acquisition, subject to the Resulting Company satisfying all the listing requirements of the CSE, that the Common Shares will be listed on the CSE under the trading symbol “SNR”.

## 11. Escrowed Securities

The Resulting Company will be classified as an “emerging issuer”, as defined under NP 46-201. In connection with the Company’s initial public offering, the Company entered into an escrow agreement dated April 27, 2020 with certain of the original principals of the Company and the Escrow Agent, pursuant to which 1,200,002 Shares remain in escrow. This escrow agreement can be viewed online under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

On closing of the Buck Gold Acquisitions, all of the Consideration Shares to be issued in connection with the Buck Gold Acquisition, and certain securities held by another principal of the Resulting Issuer (the “**New Escrow Shares**”), will be subject to escrow under NP 46-201, and the holders of such securities will enter into an escrow agreement with the Resulting Company and the Escrow Agent, substantially in the

form attached as an Appendix to NP 46-201 (Form 46-201F1) (the “**Escrow Agreement**”). Effective upon the closing of the Buck Gold Acquisition, the following securities of the Company are expected to be held in escrow:

<b>Designation of Class Held in Escrow<sup>(1)</sup></b>	<b>Number of Securities in Escrow</b>	<b>Percentage of Class</b>
Common Shares	82,156,668 <sup>(2)</sup>	82.54% <sup>(3)</sup>
Warrants	90,000 <sup>(2)</sup>	0.94% <sup>(3)</sup>
Options	100,000 <sup>(2)</sup>	6.32% <sup>(3)</sup>

**Notes:**

- (1) Endeavor Trust Corporation is the depository for these shares.
- (2) Including securities held by a principal and former principals.
- (3) Based on securities issued and outstanding upon completion of the Buck Gold Acquisition.

Escrow releases on the New Escrow Shares will be scheduled at periods specified in NP 46-201 for emerging issuers, subject to the following modifications required by the CSE: 10% will be released on the date that the shares commence trading on the CSE followed by six subsequent releases of 15% every six months thereafter.

## 12. Principal Shareholders

### 12.1 – 12.2 - Principal Shareholders

To the knowledge of the directors and senior officers of the Company, upon completion of the Buck Gold Acquisition, no person or company will beneficially own, directly or indirectly, or exercise control or direction over, shares of the Resulting Company carrying more than 10% of the voting rights attached to all outstanding shares of the Resulting Company, other than the following principal shareholder:

<b>Shareholder Name</b>	<b>Number of Common Shares</b>	<b>Ownership (Beneficial or of Record)</b>	<b>Percentage of Class<sup>(1)</sup></b>
Ryan Kalt	80,000,000	Of Record	80.37%

**Note:**

- (1) Based on 99,530,001 Shares issued and outstanding upon completion of the Buck Gold Acquisition. The percentage of class on a fully diluted basis would be 72.32%.

### 12.3 Voting Trusts

To the knowledge of the Company, no voting trust exists within the Company such that more than 10% of any class of voting securities of the Company are held, or are to be held, subject to any voting trust or similar agreement.

### 12.4 Associates and Affiliates

To the knowledge of the Company, no principal Shareholder is an Associate or Affiliate of any other principal Shareholder.

### 13. Directors and Officers

#### 13.1 – 13.3, 13.5, 13.11 Directors and Officers

The Articles of the Company provide that the number of directors should be no fewer than three directors if the Company is public and not fewer than one if it is private. Each director of the Company is elected annually and holds office until the next annual general meeting of the Company or until his or her successor is duly elected, unless his or her office is earlier vacated, in accordance with the Articles of the Company.

As of the date of this Listing Statement, the current directors and officers of the Company are as follows:

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Year First Elected or Appointed	Number of Shares Beneficially Owned or Controlled as at the Date of the Listing Statement <sup>(1)</sup>	Percentage of Issued and Outstanding Shares <sup>(2)</sup>
<b>Steven Feldman<sup>(3)</sup></b> Director and CEO  Surrey, BC, Canada	Business Development Consultant since October 2013.  Director of Nova Mentis Life Science Corp since May 2012 to present.	December 23, 2020	150,000	0.85%
<b>Will Rascan</b> Director  Vancouver, BC, Canada	President & CEO of Nova Mentis Life Science Corp (formerly Liberty Leaf Holdings) since May 2012 and previous to that, CEO of Weststar Resources.	December 23, 2020	1,690,000	9.64%
<b>John Masters<sup>(3)</sup></b> Director  Vancouver, BC, Canada	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, a private company, from May 2010 to present.	December 24, 2019	300,000	1.71%
<b>Charles Desjardins<sup>(3)</sup></b> Director  Vancouver, BC, Canada	Consultant/Advisor to Junior Exploration public companies.  President & Director of Pegasus Resources Inc. since September 2006.  Director of Rockland Resources Inc.	May 7, 2021	Nil	Nil

Name, Municipality of Residence and Position Held	Principal Occupation for Past Five Years	Year First Elected or Appointed	Number of Shares Beneficially Owned or Controlled as at the Date of the Listing Statement <sup>(1)</sup>	Percentage of Issued and Outstanding Shares <sup>(2)</sup>
	since April 29, 2021.  Director of Ord Mountain Resources since May 2021.			
<b>Leon Ho</b> Chief Financial Officer  Vancouver, BC, Canada	Senior Staff Accountant at Cross Davis & Company LLP, from May 2014 to present.	October 27, 2020	Nil	Nil

**Notes:**

- (1) The information as to voting securities beneficially owned, directly or indirectly, is based upon information furnished by the directors and officers of the Company.
- (2) Based on 17,530,001 Shares issued and outstanding prior to completion of the Buck Gold Acquisition.
- (3) Member of Audit Committee.

Upon completion of the Buck Gold Acquisition, it is anticipated that the directors and officers of the Resulting Company will be as follows:

Name and Municipality of Residence	Position	Year First Elected or Appointed	Number of Common Shares Beneficially Owned or Controlled as at the Date of the Listing Statement <sup>(1)</sup>	Percentage of Issued and Outstanding Common Shares <sup>(2)</sup>
Steven Feldman <sup>(3)</sup>	Director, CEO and President	December 23, 2020	150,000	0.15%
Leon Ho	CFO	October 27, 2020	Nil	Nil
Will Rascan <sup>(3)</sup>	Director	December 23, 2020	1,690,000	1.69%
John Masters	Director	December 24, 2019	300,000	0.30%
Charles Desjardins <sup>(3)</sup>	Director	May 7, 2021	Nil	Nil

**Notes:**

- (1) The information as to voting securities beneficially owned, directly or indirectly, is based upon information furnished by the anticipated directors and officers of the Resulting Company.
- (2) Based on 99,530,001 common shares of the Resulting Company issued and outstanding upon completion of the Buck Gold Acquisition.
- (3) Expected member of the Audit Committee.

All of the directors of the Resulting Company will be appointed to hold office until the next annual general meeting of shareholders or until their successors are duly elected or appointed, unless their office is earlier vacated. The proposed directors and officers of the Resulting Company are expected to beneficially own, directly or indirectly, as a group, 2,140,000 Shares representing approximately 2.15% of all outstanding voting securities of the Resulting Company and 2.5% of all outstanding voting securities of the Resulting Company on a fully diluted basis.

### ***Principal Occupation or Employment During the Past Five Years of Directors and Officers***

Brief descriptions of the biographies for all of the officers and directors of the Resulting Company are set out below. Unless otherwise stated, each of the below-named directors and officers has held the principal occupation or employment indicated for the past five years.

#### ***Steven Feldman, Chief Executive Officer and Director, Age: 52***

Mr. Feldman has over 25 years of capital markets experience including significant experience in the mining and resource industry. Mr. Feldman has consulted to a broad array of industries - from gold explorers, battery metal technology developers and legal cannabis to copper miners and large-cap coal producers. Notably, Mr. Feldman's mining experience includes managing Investor Relations at SouthGobi Resources Ltd., a coal producer and the first TSX-listed miner to dual list on the Hong Kong Stock Exchange.

Mr. Feldman is an independent contractor of the Resulting Company and will devote 75% of his time to the Resulting Company's affairs. Mr. Feldman has not entered into a non-compete or non-disclosure agreement with the Company.

#### ***Leon Ho, Chief Financial Officer, Age: 30***

Mr. Ho is a chartered professional accountant at Cross Davis & Company LLP, a chartered professional accountant firm providing accounting services to publicly listed entities, primarily in the mining sector. Mr. Ho works directly with mining chief executive officers and directors, assisting with their regulatory and accounting needs.

Mr. Ho is an independent contractor of the Resulting Company and will devote 30% of his time to the Resulting Company's affairs. Mr. Ho has not entered into a non-compete or non-disclosure agreement with the Company.

#### ***Will Rascan, Director, Age: 55***

Mr. Rascan has over 30 years of experience in the investment brokerage/capital markets industry, most recently serving as President and CEO of Nova Mentis Life Science Corp. (formerly Liberty Leaf Holdings), and prior to that serving as CEO of Weststar Resources Corp. During his tenure at Liberty Leaf Holdings, Mr. Rascan oversaw all aspects of the business including a fundamental change of business into the cannabis sector, successfully guiding the company through the Health Canada cultivation and processing licensing process and growing the company to a market capitalization of over \$100 million.

Mr. Rascan is an independent contractor of the Resulting Company and will devote 15% of his time to the Resulting Company's affairs. Mr. Rascan has not entered into a non-compete or non-disclosure agreement with the Company.

#### ***John Masters, Director, Age: 63***

Mr. Masters brings over a decade of experience working with public companies. He has served as Director, CFO and Secretary in numerous public companies primarily in the junior mining industry giving him a truly diverse knowledge base in the administration field.

Mr. Masters is an independent contractor of the Resulting Company and will devote 35% of his time to the Resulting Company's affairs. Mr. Masters has not entered into a non-compete or non-disclosure agreement with the Company.

*Charles Desjardins, Director, Age: 63*

Mr. Desjardins has more than 30 years of public company experience in the areas of corporate finance and public company management. Mr. Desjardins has served in various capacities in a number of public mineral exploration and technology companies and has been active in the Red Lake mining district since 2006.

Mr. Desjardins is an independent contractor of the Resulting Company and will devote 20% of his time to the Resulting Company's affairs. Mr. Desjardins has not entered into a non-compete or non-disclosure agreement with the Company.

### **13.4 – Board Committees of the Company**

#### ***Audit Committee***

The overall purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. The Company has adopted a Charter of the Audit Committee of the Board.

The current members of the Audit Committee of the Company are Steven Feldman, John Masters and Charles Desjardins. Of these members, Mr. Masters and Mr. Desjardins are independent directors in accordance with NI 52-110. In light of his position as Chief Executive Officer of the Company, Mr. Feldman is not independent. All members are "financially literate" within the meaning of Section 1.6 of NI 52-110 as a result of their prior financial experience in a management capacity, as directors, or as members of audit committees of public companies.

The proposed members of the Audit Committee assuming completion of the Buck Gold Acquisition are Steven Feldman (Chair), Will Rascan and Charles Desjardins. Of these members, Mr. Rascan and Mr. Desjardins are independent directors in accordance with NI 52-110. In light of his position as Chief Executive Officer of the Company, Mr. Feldman is not independent. All members of the Audit Committee would be "financially literate" within the meaning of Section 1.6 of NI 52-110 as a result of their prior financial experience in a management capacity or as members of audit committees of public companies.

#### ***Corporate Cease Trade Orders or Bankruptcies***

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

- (a) no director or executive officer of the Company 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 Company 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 Company to affect materially the control of the Company 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 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.

Charles Desjardins was a director of Victory Mountain Ventures Ltd. (“Victory”). In May 2015, while Mr. Desjardins was a director of Victory, Victory was subject to a cease trade order of the BCSC and a cease trade order of the ASC (in August 2015) for failure to file the required continuous disclosure documents for the financial year ended December 31, 2014. The cease trade orders remain in effect.

Charles Desjardins was a director of Zone Resources Inc. (“Zone”). In May 2015, while Mr. Desjardins was a director of Zone, Zone was subject to a cease trade order of the BCSC and a cease trade order of the ASC (in August 2015) for failure to file the required continuous disclosure documents for the financial year ended December 31, 2014. The cease trade orders remain in effect.

Charles Desjardins was a director of Vega Mining Inc. (“Vega”). In October 2014, while Mr. Desjardins was a director of Vega, Vega was subject to a cease trade order of the BCSC and a cease trade order of the ASC (in March 2015) for failure to file the required continuous disclosure documents for the financial year ended May 31, 2014. The cease trade orders remain in effect.

### **Penalties or Sanctions**

To the Company’s knowledge, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has 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 Company’s knowledge, no existing or proposed director, executive officer or a shareholder holding a sufficient number of securities of the Company 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.

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.

### 13.10 Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Resulting Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Resulting Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Company will be in direct competition with the Resulting Company. Directors of the Resulting Company will be bound by the provisions of the BCBCA to act honestly and in good faith with a view to the best interests of the Resulting Company and to disclose any interests, which they may have in any project or opportunity the Resulting Company may have. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the knowledge of the Company, and other than disclosed herein, there are no known existing or potential conflicts of interest among the promoters, directors and officers of the Company or other members of management or of any proposed promoter, director, officer or other member of management of the Resulting Company 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 Resulting Company and their duties as a director or officer of such other companies.

## 14. Capitalization

### 14.1 Issued Capital

Upon completion of the Buck Gold Acquisition, the share capital of the Resulting Company on a non-diluted and fully-diluted basis will be as follows:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u> Common Shares				
Total Outstanding (A)	99,530,001 <sup>(1)</sup>	110,310,001	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)	82,140,000	82,810,000 <sup>(2)</sup>	82.53%	75.07%
<b>Total Public Float (A-B)</b>	<b>17,390,001</b>	<b>27,500,001</b>	<b>17.47%</b>	<b>24.93%</b>



<u>Freely-Tradeable Float<sup>2</sup></u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	82,156,668	82,346,668 <sup>(3)</sup>	82.54%	74.44%
<b>Total Tradeable Float (A-C)</b>	<b>17,373,333</b>	<b>27,936,333</b>	<b>17.46%</b>	<b>25.56%</b>

**Note:**

- (1) Calculations are based on the securities of the Company held by shareholders assuming completion of the Buck Gold Acquisition.
- (2) Assuming exercise of 430,000 common stock options held by Related Persons (Sunshine Capital Corp. (Will Rascan): 100,000, 1147689 B.C. Ltd. (Steven Feldman): 200,000, John Masters: 100,000 and Leon Ho: 30,000) and 240,000 warrants held by Related Persons (Sunshine Capital Corp. (Will Rascan): 90,000, 1147689 B.C. Ltd. (Steven Feldman): 150,000).
- (3) Assuming exercise of 100,000 common stock options and 90,000 warrants held by Sunshine Capital Corp. (Will Rascan) that are subject to the Escrow Agreement.

Public Securityholders (Registered)

<b>Class of Security: Common Shares</b>			
<u>Size of Holding</u>	<u>Number of holders</u>		<u>Total number of securities</u>
1 – 99 securities	0		0
100 – 499 securities	0		0
500 – 999 securities	0		0
1,000 – 1,999 securities	0		0
2,000 – 2,999 securities	0		0
3,000 – 3,999 securities	0		0
4,000 – 4,999 securities	0		0
5,000 or more securities	12		3,787,667
<b>Total</b>	<b>12</b>		<b>3,787,667</b>

Public Securityholders (Beneficial)

<b>Class of Security: Common Shares</b>			
<u>Size of Holding</u>	<u>Number of holders</u>		<u>Total number of securities</u>
1 – 99 securities	2		43
100 – 499 securities	1		125

500 – 999 securities		2		1,180
1,000 – 1,999 securities		2		2,000
2,000 – 2,999 securities		3		6,500
3,000 – 3,999 securities		3		9,000
4,000 – 4,999 securities		4		16,400
5,000 or more securities		238		17,354,753
<b>Total</b>		<b>255</b>		<b>17,390,001</b>

Non-Public Securityholders (Registered)

<b>Class of Security: Common Shares</b>				
<u>Size of Holding</u>		<u>Number of holders</u>		<u>Total number of securities</u>
1 – 99 securities		0		0
100 – 499 securities		0		0
500 – 999 securities		0		0
1,000 – 1,999 securities		0		0
2,000 – 2,999 securities		0		0
3,000 – 3,999 securities		0		0
4,000 – 4,999 securities		0		0
5,000 or more securities		4		82,140,000
<b>Total</b>		<b>4</b>		<b>82,140,000</b>

**14.2 Convertible / Exchangeable Securities**

<b>Description of Security (include conversion / exercise terms, including conversion / exercise price)</b>	<b>Number of convertible / exchangeable securities outstanding</b>	<b>Number of listed securities issuable upon conversion / exercise</b>
<b>Warrants</b>		
<i>Issue Date: August 27, 2020</i>	4,600,000	4,600,000
<i>Expiry Date: August 27, 2022</i>		
<i>Exercise Price: \$0.15</i>		
<i>Issue Date: August 27, 2020</i>	460,000	460,000

<p><i>Expiry Date: August 27, 2022</i></p> <p><i>Exercise Price: \$0.10</i></p> <p><i>Issue Date: March 19, 2021</i></p> <p><i>Expiry Date: March 19, 2023</i></p> <p><i>Exercise Price: \$0.20</i></p>	4,180,000	4,180,000
<p><i>Issue Date: March 19, 2021</i></p> <p><i>Expiry Date: March 19, 2023</i></p> <p><i>Exercise Price: \$0.20</i></p>	260,000	260,000
<b>Stock Options</b>		
<p><i>Grant Date: February 24, 2020</i></p> <p><i>Expiry Date: February 24, 2023</i></p> <p><i>Exercise Price: \$0.10</i></p>	300,000	300,000
<p><i>Grant Date: January 29, 2021</i></p> <p><i>Expiry Date: January 29, 2023</i></p> <p><i>Exercise Price: \$0.16</i></p>	630,000	630,000
<p><i>Grant Date: March 4, 2021</i></p> <p><i>Expiry Date: March 4, 2023</i></p> <p><i>Exercise Price: \$0.10</i></p>	80,000	80,000
<p><i>Grant Date: May 7, 2021</i></p> <p><i>Expiry Date: May 7, 2023</i></p> <p><i>Exercise Price: \$0.16</i></p>	270,000	270,000
<b>Total convertible securities</b>	<b>808,000</b>	<b>808,000</b>

### **14.3 Other Listed Securities**

The Company has no other listed securities reserved for issuance that are not included in this Section 14.

### **15. Executive Compensation**

See Schedule “E” – *Statement of Executive Compensation*.

### **16. Indebtedness of Directors and Officers**

Management is not aware of any indebtedness (other than routine indebtedness) outstanding by any of the Company’s directors, executive officers or any of their associates, or any guarantees, support agreements, letters of credit or similar arrangements provided by the Company to these individuals.

### **17. Risk Factors**

#### **17.1 Description of Risk Factors**

The Shares should be considered highly speculative due to the nature of the Resulting Company’s proposed business and the present stage of its development. In evaluating the Company and its new business, investors should carefully consider the following risk factors, in addition to the other information contained in this Listing Statement. These risk factors are not a definitive list of all risk factors associated with an investment in the Resulting Company or in connection with the its operations.

Additional risks and uncertainties that the Resulting Company is unaware of, or that the Resulting Company currently deems not to be material, may also become important factors that affect the Resulting Company. If any such risks actually occur, the Resulting Company’s business, financial condition or results of operations could be materially adversely affected.

#### *COVID-19 and Global Health Crisis*

The COVID-19 global pandemic and efforts to contain it may have an impact on the Resulting Company’s business. The Resulting Company will continue to monitor the situation and the impact the virus may have on the Properties. Should the virus spread, travel bans remain in place or should one of the Resulting Company’s team members or consultants become infected, the Resulting Company’s ability to advance its projects may be impacted. Similarly, the Resulting Company’s ability to obtain financing and the ability of the Resulting Company’s vendors, suppliers, consultants and partners to meet obligations may be impacted as a result of COVID-19 and efforts to contain the virus.

#### *Exploration, Development and Operating Risks*

Mining operations generally involve a high degree of risk. The Resulting Company’s operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold and lithium, precious and base metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of the Resulting Company’s exploration properties is furthermore subject to a number of macroeconomic, legal and social factors, including the price of gold

and other metals, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which the Resulting Company operates. Unfavourable changes to these and other factors have the potential to negatively affect the Resulting Company's business, plans, prospects, strategies, financial performance and condition and results.

The exploration for and development of mineral deposits is a speculative venture involving significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate or even mitigate. While the discovery of a commercially viable ore body may result in an increase in value for shareholders, few mineral properties which are explored are ultimately developed into producing mines. At present, none of the Resulting Company's properties have a known body of bankable commercial ore and the proposed exploration programs are exploratory. There is no certainty that the expenditures made by the Resulting Company towards the exploration and evaluation of mineral deposits on its properties will result in discoveries or production of commercial quantities of gold, lithium or other minerals.

Substantial expenditures may be required to locate, evaluate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing will be required. It is impossible to ensure that the Resulting Company will be able to secure the necessary financing needed to pursue the exploration or development activities planned by the Resulting Company or that its activities will result in an economically viable or profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should or could be brought into production will depend on the results of exploration programs and/or geological and other studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgical characteristics, and proximity to infrastructure; (ii) mineral prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) available working capital and ongoing costs of exploration and development; (v) availability, terms and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights. The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in the Resulting Company not being able to pursue its business plans or strategy or its shareholders not receiving an adequate return on invested capital.

#### *Dependence on the Properties*

The Resulting Company will be primarily focused on the exploration and development of the Five Point Property. Unless the Resulting Company acquires additional property interests, any adverse developments affecting the Five Point Property or any of the other Properties could have a material adverse effect upon the Resulting Company and would materially and adversely affect any profitability, financial performance and results of operations of the Resulting Company. There is no assurance that the Resulting Company's mineral exploration and development programs at the Five Point Property, or any of the other Properties, will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that they will be brought into commercial production. Failure to do so will have a material adverse impact on the Resulting Company's operations and potential future profitability. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which are the particular attributes of the deposit (such as size, grade and proximity to infrastructure), metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of the above factors are beyond

the Resulting Company's control.

#### *Early Stage Status and Nature of Exploration*

The terms "Mineral Resources" and "Mineral Reserves" cannot be used to describe any of the Resulting Company's exploration properties due to the early stage of exploration at this time. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Any information, including quantities and/or grade, described in this Listing Statement should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the viability or profitability of future operations.

Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The economics of exploring and developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, fluctuations in the concentrate sales markets, which may be independent of metals prices, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current planned exploration and development programs of the Resulting Company will result in economically viable or profitable commercial mining operations. The profitability of the Resulting Company's operations will be, in part, directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

No assurance can be given that any particular level of recovery of minerals will be realized or that any potential quantities and/or grade will ever qualify as a resource, or that any such mineral resource will ever qualify as a commercially viable (or mineable) deposit which can be legally and economically exploited. Where expenditures on a property have not led to the discovery of mineral reserves, incurred expenditures will generally not be recoverable.

#### *Mineral Price Volatility*

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral are discovered, a profitable market will exist or develop for the sale of same. There can be no assurance that mineral prices will be such that the Properties can be mined at a profit. Factors beyond the control of the Resulting Company may affect the marketability of any minerals discovered at the Properties. Mineral prices are subject to volatile price changes due to a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

#### *Misappropriation of Intellectual Property*

Protection of the Resulting Company's trade secrets, copyrights, trademarks, domain names and other product rights of the Resulting Company will be important to the success of its exploration programs. The Resulting Company will protect its intellectual property rights by relying on trademark and patent protection, common law rights as well as contractual restrictions. However, the Resulting Company does not currently own any patents or have any patents pending and has not made any applications for such intellectual property registrations and do not intend to do so in the near future. As such, the steps that the Resulting Company will take to protect its intellectual property, including contractual arrangements, may not be sufficient to prevent the misappropriation of its proprietary information or deter independent development of similar technologies and products by others.

In the future, should the Resulting Company proceed to register its intellectual property in one or more jurisdictions, it would be a process that is likely expensive and time consuming and ultimately, it may not be successful in registering its intellectual property in any or all of such jurisdictions. The absence of registered intellectual property rights, or the failure to obtain such registrations in the future, may result in the Resulting Company being unable to successfully prevent its competitors from imitating its products, services, and processes. Such imitation may lead to increased competition. Even if the Resulting Company's intellectual property rights were registered, its intellectual property rights may not be sufficiently comprehensive to prevent its competitors from developing similar competitive products, services, and processes.

Litigation may be necessary to enforce the Resulting Company's intellectual property rights. Litigation of this nature, regardless of the outcome, could result in substantial costs, adverse publicity or diversion of management and technical resources, any of which could adversely affect the Resulting Company's business and operating results. Moreover, due to the differences in foreign laws concerning proprietary rights, the Resulting Company's intellectual property may not receive the same degree of protection in foreign countries as it would in Canada or the United States. The Resulting Company's failure to possess, obtain or maintain adequate protection of its intellectual property rights for any reason could have a material adverse effect on its business, results of operations, and financial condition.

The Resulting Company may face allegations that it has infringed the trademarks, copyrights, patents, and other intellectual property rights of third parties, including from its competitors and former employers of the Resulting Company's personnel. Infringement and other intellectual property claims, with or without merit, can be expensive and time consuming to litigate, and the results are difficult to predict. The Resulting Company may not have the financial and human resources to defend against any infringement suits that may be brought. As the result of any court judgment or settlement, the Resulting Company may be obligated to cancel the launch of a new product offering, stop offering certain features, pay royalties or significant settlement costs, purchase licences or modify its software and features, or develop substitutes.

#### *Fluctuation in Market Value of Shares*

The market price of the Shares, as publicly traded shares, can be affected by many variables not directly related to the corporate performance of the Resulting Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Shares.

#### *Adverse General Economic Conditions*

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and

continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Resulting Company's operations.

#### *Joint Ventures and Subsidiaries*

The Resulting Company may, in the future, operate some of its activities and properties through joint ventures, subsidiaries, earn-ins or similar arrangements in order to fully exploit the exploration and production potential of its exploration assets. There can be no assurance that the Resulting Company will be able to identify and successfully negotiate joint venture or similar arrangements with third parties on terms that are favourable to the Resulting Company, or at all. The Resulting Company may, in the future, be unable to meet its share of costs incurred under such arrangements and may have its property interests subject to such arrangements reduced as a result or even face termination of such arrangements.

The Resulting Company is also subject to the typical risks associated with joint ventures and similar arrangements, including disagreement on how to develop, operate or finance the properties and activities and contractual and legal remedies of the Resulting Company's partners in the event of such disagreements. In addition, any limitation on the transfer of cash or other assets between the Resulting Company and such entities, or among such entities, could restrict the Resulting Company's ability to fund its activities efficiently. Any such limitations or the perception that such limitations may exist now or in the future, could have an adverse impact on the Resulting Company's business, plans, prospects, value and stock price.

#### *No History of Operations*

The Resulting Company is an early-stage exploration and development Resulting Company and has no history of exploration, development, mining or refining mineral products. As such, the Resulting Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Resulting Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

#### *No History of Earnings*

The Resulting Company has not yet commenced operations in the mineral resource sector and therefore has no history of earnings or of a return on investment in this sector, and there is no assurance that any of its property interests or other assets will be economically viable or will be advanced to generate earnings, operate profitably or provide a return on investment in the future. No operating revenues are anticipated until one of the Resulting Company's projects comes into production, which may or may not occur. The Resulting Company will continue to experience losses unless and until it can successfully develop and begin profitable commercial production at one of its properties. There can be no assurance that the Resulting Company will be able to do so.

#### *No History of Profitability*

The Resulting Company is an early-stage exploration and development company with no history of revenues or profitability in the mineral resource sector. There can be no assurance that the activities of the Resulting Company will be economically viable or profitable in the future. The Resulting Company will



require additional financing to further explore, develop, acquire, and achieve commercial production on its property interests and, if financing is unavailable for any reason, the Resulting Company may become unable to acquire and retain its property interests and carry out its business plan.

#### *Possible failure to complete the Buck Gold Acquisition*

The Share Purchase Agreement is subject to completion of the conditions described herein and normal commercial risk that the Share Purchase Agreement may not be completed on the terms negotiated or at all. If closing of the Share Purchase Agreement does not take place, the Resulting Company's business, financial conditions and results of operations will be materially adversely affected.

#### *Aboriginal Groups*

Various national and provincial laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of First Nations, Inuit and Metis ("**Aboriginal Groups**"). The Resulting Company operates in an area presently or previously inhabited or used by Aboriginal Groups. Many of these materials impose obligations on the government to respect the rights of Aboriginal Groups. Some mandate that government consult with Aboriginal Groups regarding government actions which may affect Aboriginal Groups, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various national materials pertaining to Aboriginal Groups continue to evolve and be defined. The Resulting Company's current and future operations are subject to a risk that one or more groups of Aboriginal Groups may oppose continued operation, further development, or new development of the Resulting Company's projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Resulting Company's activities. Opposition by Aboriginal Groups to the Resulting Company's operations may require modification of, or preclude operation or development of, the Resulting Company's projects or may require the Resulting Company to enter into agreements with Aboriginal Groups with respect to the Resulting Company's projects.

#### *Environmental Risks and Hazards*

All phases of the Resulting Company's operations are subject to environmental regulation. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their directors, officers and employees. Environmental hazards which are unknown to the Resulting Company at present and which have been caused by previous owners or operators may exist on the Properties. Failure to comply with applicable environmental laws and regulations may result in enforcement actions thereunder and may include corrective measures that require capital expenditures or remedial actions. There is no assurance that future changes in environmental laws and regulations and permits governing operations and activities of mining companies, if any, will not materially adversely affect the Resulting Company's operations or result in substantial costs and liabilities to the Resulting Company in the future.

#### *Permitting*

The Resulting Company's current and anticipated future activities will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, exploration, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all such necessary approvals and permits for the existing activities or additional approvals or permits for any

possible future changes to operations. Prior to any development on any of its properties, the Resulting Company must receive permits from appropriate governmental authorities. There can be no assurance that the Resulting Company will obtain or continue to hold all permits necessary to develop or continue its activities at any particular property. Delays in obtaining or a failure to obtain any licenses or permits or extensions thereto, challenges to the issuance of such licences or permits, whether successful or unsuccessful, changes to the terms of such licences or permits or a failure to comply with the terms of any such licences or permits that the Resulting Company has obtained, could have a material adverse effect on the Resulting Company by delaying or preventing or making more expensive exploration and/or development.

#### *Risk of Amendments to Laws*

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse effect on the Resulting Company and cause increases in capital expenditures or production costs or require abandonment or delays in the advancement and growth of the Properties.

#### *Additional Capital*

The Resulting Company plans to focus on evaluating its properties and exploring for minerals and will use its working capital to carry out such activities. However, the exploration and development of the Resulting Company's exploration properties is expected to require substantial additional financing. The ability of the Resulting Company to arrange such additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business and performance of the Resulting Company. Failure to obtain additional financing could result in delaying or indefinite postponement of exploration, development or production on any or all of the Resulting Company's exploration properties or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Resulting Company. If additional financing is raised by the Resulting Company through the issuance of securities from treasury, control of the Resulting Company may change and security holders may suffer potentially significant dilution.

The Resulting Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the issuance of Shares. The junior resource industry has been severely affected by the world economic situation and the effects of COVID-19 as it is considered speculative and high-risk in nature, making it even more difficult to fund.

#### *Factors Beyond the Control of the Resulting Company*

The potential profitability of the Properties is dependent upon many factors beyond the Resulting Company's control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined deposits (assuming that such mineral deposits are known to exist) may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways the Resulting Company cannot predict and are beyond the Resulting Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for

advancing mineral projects and other costs have become increasingly difficult, if not impossible, to project. Any of these changes and events could have a material adverse effect on the Resulting Company.

The Resulting Company's potential future revenues will be directly related to the price of gold as its potential revenues are expected to be substantially derived from gold mining. Demand for gold can be influenced by economic conditions, the attractiveness of gold as an investment vehicle and the strength of the US dollar and local investment currencies. Other factors include the level of interest rates, exchange rates, inflation and political stability. The aggregate effect of these factors is impossible to predict with accuracy. Gold prices are also affected by worldwide production levels. In addition, the price of gold has on occasion been subject to very rapid short-term changes because of speculative activities. Fluctuations in gold prices may adversely affect the Resulting Company's financial performance and results of operations. The effect of these factors, individually or in the aggregate, is impossible to predict with accuracy.

#### *No Assurance of Title to Property*

There may be challenges to title to the Properties. If there are title defects with respect to the Properties, the Resulting Company might be required to compensate other persons or perhaps reduce its interest in the Properties. Also, in any such case, the investigation and resolution of title issues would divert management's time from ongoing exploration and advancement programs at the Properties.

The Resulting Company may be subject to the rights or asserted rights of various community stakeholders, including Aboriginal Groups, through legal challenges relating to ownership rights.

#### *Infrastructure*

Mining, processing, development and exploration activities depend on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, or community, government or other interference in the maintenance or provision of such infrastructure could result in a material adverse effect to the Resulting Company's operations, financial condition and results of operations.

#### *Insurance*

The Resulting Company's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of, the Properties or any future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of its exploration or advancement activities, delay in or inability to receive regulatory approvals to transport its gold and lithium concentrates, or costs, monetary losses and potential legal liability and adverse governmental action. The Resulting Company may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in a material adverse effect to the Resulting Company's operations, financial condition and results of operations.

#### *Competition*

The mineral exploration and mining business is competitive in all of its phases. The Resulting Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Resulting Company, in the search for and the acquisition of attractive

mineral properties. The Resulting Company's ability to acquire royalties or properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Resulting Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

#### *Influence of Third Party Stakeholders*

The lands in which the Resulting Company holds an interest in at the Properties, or the exploration equipment and roads or other means of access which the Resulting Company intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Resulting Company's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Resulting Company.

#### *Canada's Extractive Sector Transparency Measures Act*

The Canadian Extractive Sector Transparency Measures Act ("ESTMA"), which became effective June 1, 2015, requires public disclosure of payments to governments by entities engaged in the commercial development of oil, gas and minerals who are either publicly listed in Canada or with business or assets in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments at all levels, including entities established by two or more governments, including Aboriginal Groups. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends, infrastructure improvement payments and any other prescribed payment over \$100,000. Failure to report, false reporting or structuring payments to avoid reporting may result in fines of up to \$250,000 (which may be concurrent). The Resulting Company has not yet been required to begin ESTMA reporting. If the Resulting Company becomes subject to an enforcement action or in violation of ESTMA, this may result in significant penalties, fines and/or sanctions imposed resulting in a material adverse effect on the Resulting Company's reputation.

#### *Operating Hazards and Risks*

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. 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. Operations in which the Resulting Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

#### *Legal and Litigation*

All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Resulting Company may become subject could have a material adverse effect on the Resulting Company's business, prospects, financial condition, and operating results. There are no current claims or litigation outstanding against the Resulting Company.

#### *Dividends*

No dividends on the Shares have been paid by the Resulting Company to date, and the Resulting Company does not expect to pay any cash dividends in the future in favor of utilizing cash to support the development of our business. Any future determination relating to the Resulting Company's dividend policy will be made at the discretion of the Board and will depend on a number of factors, including future operating results, capital requirements, financial condition and the terms of any credit facility or other financing arrangements the Resulting Company may obtain or enter into, future prospects and other factors the Board may deem relevant at the time such payment is considered. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on their investment in the Shares for the foreseeable future.

#### *Dilution*

Financing the development of a mineral property through to production, should feasibility studies show it is recommended, would be expensive and the Resulting Company would require additional monies to fund development and exploration programs and potential acquisitions. The Resulting Company cannot predict the size of future issuances of Shares or the issuance of debt instruments or other securities convertible into Shares. Likewise, the Resulting Company cannot predict the effect, if any, that future issuances and sales of the Resulting Company's securities will have on the market and market price of the Shares. If the Resulting Company raises additional funds by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial numbers of the Resulting Company securities, or the availability of such the Resulting Company securities for sale, could adversely affect the market, liquidity and any prevailing market prices for the Resulting Company's securities.

#### *Estimates and Assumptions*

Preparation of its financial statements requires the Resulting Company to use estimates and assumptions. Accounting for estimates requires the Resulting Company to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Resulting Company could be required to write down its recorded values. On an ongoing basis, the Resulting Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

#### *Management of Growth*

The Resulting Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Company to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Resulting Company to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

#### *Market for Securities*

There can be no assurance that an active trading market in the Shares will be established and sustained. The market price for the Shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Resulting Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of Resulting Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector.

#### *Costs and Compliance Risks*

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Resulting Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 – *Audit Committees* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Resulting Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Resulting Company to attract and retain qualified individuals to serve on the Board or as executive officers.

## **18. Promoters**

### **18.1 Promoters**

Gary Musil is considered to be a promoter of the Company within the last two years in that he took the initiative in organizing the business of the Company. Mr. Musil beneficially holds, directly or indirectly, a total of 191,667 (1.09%) of the Company's currently issued and outstanding Shares.

### **18.2 Orders, Bankruptcies and Sanctions**

Except as disclosed below, no promoter referred to in Section 18.1 is, as at the date of this Listing Statement, or was within ten years before the date hereof, a director, CEO or CFO of any person or company that:

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

No promoter referred to in Section 18.1:

- (a) is, as at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any person or company that, while the promoter 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, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter.

No promoter referred to in Section 18.1 has been subject to:

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

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

## **19. Legal Proceedings**

### **19.1 Legal Proceedings**

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

### **19.2 Regulatory Actions**

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

## **20. Interest of Management and Others in Material Transactions**

The Resulting Company is not aware of any direct or indirect material interest in any matter to be acted upon or any material transaction during the period from incorporation and the single completed fiscal years, of any director, executive officer or principal Shareholder.

## **21. Auditors, Transfer Agents and Registrars**

### **21.1 Auditors**

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

The auditor of Buck Gold is A Chan and Company LLP, of Unit 114B – 8988 Fraserton Court, Burnaby, British Columbia, V5J 5H8.

### **21.2 Transfer Agent and Registrar**

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

## **22. Material Contracts**

### **22.1 Material Contracts**

During the course of the two years prior to the date of this Listing Statement, the Resulting Company entered into the following material contracts, other than contracts entered into in the ordinary course of business:

- Share Purchase Agreement (see Schedule “F”)
- Escrow Agreement (see Section 11 – *Escrowed Securities*)

### **23. Interest of Experts**

The Company's auditor has not received, and is not entitled to receive, any registered or beneficial interest, direct or indirect, in the property of the Company and is not expected to own any securities of the Company or any associate, affiliate or Related Person of the Company.

Buck Gold's auditor has not received, and is not entitled to receive, any registered or beneficial interest, direct or indirect, in the property of Buck Gold and is not expected to own any securities of Buck Gold or any associate, affiliate or Related Person of Buck Gold.

Technical information regarding the Five Point Property included in this Listing Statement is based on the Five Point Technical Report prepared by Harrison Cookenboo, Ph.D., P.Geo. who is a "Qualified Person" as such term is defined in NI 43-101. Mr. Cookenboo is independent of the Resulting Company within the meaning of NI 43-101 and has taken responsibility for all sections of the Five Point Technical Report.

None of the aforementioned persons or firms, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Resulting Company, nor of any associate or affiliate of the foregoing.

### **24. Other Material Facts**

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Resulting Company or its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Resulting Company and its securities.

### **25. Financial Statements**

Financial statements for the period ended June 30, 2021 (unaudited) and the year ended December 31, 2020, for the Company are appended to this Listing Statement as Schedule "A".

Audited financial statements for the period ended May 31, 2021 for Buck Gold are appended to this Listing Statement as Schedule "C".

Pro-forma financial statements for the Resulting Company, assuming the completion of the Buck Gold Acquisition are appended to this Listing Statement as Schedule "F".



## 26. CERTIFICATE OF THE COMPANY

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 CSE. 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 6<sup>st</sup> day of October, 2021.

*“Steven Feldman”*

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Steven Feldman  
Chief Executive Officer, President and Director

*“Leon Ho”*

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Leon Ho  
Chief Financial Officer

*“Will Rascan”*

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Will Rascan  
Director

*“John Masters”*

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John Masters  
Director

*“Charles Desjardins”*

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Charles Desjardins  
Director

**27. CERTIFICATE OF BUCK GOLD**

The foregoing contains full, true and plain disclosure of all material information relating to Buck Gold Inc. 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 6th day of October, 2021.

*“Ryan Kalt”*

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Ryan Kalt, Director

**Schedule "A"**  
**Company Financial Statements**  
(see attached)

**79 RESOURCES LTD.**  
**Condensed Interim Financial Statements**  
**For the six months ended June 30, 2021**  
**Unaudited - Expressed in Canadian Dollars**

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

	June 30, 2021	December 31, 2020
<b>ASSETS</b>		
Current assets		
Cash	\$ 433,147	\$ 143,602
Amounts recoverable	11,589	13,344
	<u>444,736</u>	<u>156,946</u>
Non-current assets		
Exploration and evaluation assets (Note 3)	-	143,729
	<u>\$ 444,736</u>	<u>\$ 300,675</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable and accrued liabilities	\$ 36,311	\$ 25,362
Due to related parties (Note 6)	1,050	1,649
	<u>37,361</u>	<u>27,011</u>
Shareholders' equity		
Share capital (Note 5)	1,030,017	543,767
Reserves (Note 5)	168,278	41,278
Deficit	(790,920)	(311,381)
	<u>407,375</u>	<u>273,664</u>
	<u>\$ 444,736</u>	<u>\$ 300,675</u>

**Nature of Operations and Going Concern (Note 1)**  
**Proposed transaction (Note 10)**

Approved on Behalf of the Board of Directors:

“Steven Feldman”

Director

“John Masters”

Director

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

**79 RESOURCES LTD.**Condensed Interim Statements of Loss and Comprehensive Loss  
(Unaudited - Expressed in Canadian dollars)

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
<b>Expenses</b>				
Bank and interest charges	\$ -	\$ 41	\$ 11	\$ 82
Consulting fees (Note 6)	20,500	-	46,000	-
Management fees (Note 6)	18,000	7,500	48,000	15,000
Marketing and promotion	3,000	-	6,750	-
Office and miscellaneous (Note 6)	-	-	-	400
Professional fees (Note 6)	30,862	4,984	43,495	9,484
Regulatory and filing fees	3,320	9,853	12,053	9,853
Rent (Note 6)	-	-	-	1,200
Share-based payments (Notes 5 and 6)	27,100	-	101,600	22,544
Travel	-	-	760	-
Write-off of exploration and evaluation assets (Note 3)	220,870	-	220,870	-
Loss and Comprehensive Loss for the Period	<u>\$ (323,652)</u>	<u>\$ (22,378)</u>	<u>\$ (479,539)</u>	<u>\$ (58,563)</u>
Loss Per Share, Basic and Diluted	<u>\$ (0.02)</u>	<u>\$ (0.00)</u>	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>
Weighted Average Common Shares Outstanding (basic and diluted)	17,530,001	8,200,001	15,654,089	8,200,001

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)

	Share Capital		Share Based Payment Reserve	Deficit	Shareholders' Equity
	Shares	Amount			
<b>Balance at December 31, 2019</b>	<b>8,200,001</b>	<b>\$ 184,751</b>	<b>\$ -</b>	<b>\$ (57,760)</b>	<b>\$ 126,991</b>
Share-based payments	-	-	22,544	-	22,544
Loss for the period	-	-	-	(58,563)	(58,563)
<b>Balance at June 30, 2020</b>	<b>8,200,001</b>	<b>184,751</b>	<b>22,544</b>	<b>(116,323)</b>	<b>90,972</b>
Shares for initial public offering	4,600,000	460,000	-	-	460,000
Share issued to finders	100,000	10,000	-	-	10,000
Warrants issued to brokers	-	(24,370)	24,370	-	-
Share issuance costs	-	(112,250)	-	-	(112,250)
Option exercise	200,000	25,636	(5,636)	-	20,000
Loss for the period	-	-	-	(195,058)	(195,058)
<b>Balance at December 31, 2020</b>	<b>13,100,001</b>	<b>543,767</b>	<b>41,278</b>	<b>(311,381)</b>	<b>273,664</b>
Shares issued for private placement	4,180,000	501,600	-	-	501,600
Share issuance costs	-	(31,200)	-	-	(31,200)
Warrants issued to brokers	-	(25,400)	25,400	-	-
Shares for exploration and evaluation assets	250,000	41,250	-	-	41,250
Stock-based compensation	-	-	101,600	-	101,600
Loss for the period	-	-	-	(479,539)	(479,539)
<b>Balance at June 30, 2021</b>	<b>17,530,001</b>	<b>\$ 1,030,017</b>	<b>\$ 168,278</b>	<b>\$ (790,920)</b>	<b>\$ 407,375</b>

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)

	Six months ended June 30,	
	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (479,539)	\$ (58,563)
Items not involving cash:		
Share-based payment	101,600	22,544
Write-off of exploration and evaluation assets	220,870	-
Net change in non-cash working capital items:		
Amounts recoverable	1,755	4,879
Accounts payable and accrued liabilities	10,949	(33,320)
Due to related parties	(599)	9,000
Net cash used in operating activities	<u>(144,964)</u>	<u>(55,466)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Exploration and evaluation acquisition	(25,000)	-
Exploration and evaluation asset expenditure	<u>(10,891)</u>	<u>(220)</u>
Net cash used in investing activities	<u>(35,891)</u>	<u>(220)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from private placement	501,600	-
Share issuance costs	<u>(31,200)</u>	<u>-</u>
Net cash provided by financings activities	<u>470,400</u>	<u>-</u>
<b>Change in cash during the period</b>	289,545	(55,686)
<b>Cash, beginning of period</b>	<u>143,602</u>	<u>65,044</u>
<b>Cash, end of period</b>	<u>\$ 433,147</u>	<u>\$ 9,358</u>

Supplemental disclosure with respect to cash flow (Note 8)

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



## **79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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### **1. Nature of operations and going concern**

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, corporate office and principal place of business is Suite 1240 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

On August 27, 2020, the Company completed its initial public offering (“IPO”) and became publicly listed on the Canadian Securities Exchange (“CSE”) and trades under the symbol “SNR”.

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. The Company has entered into a proposed transaction which would result in a reverse takeover transaction as further described in note 10.

These condensed interim 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 June 30, 2021, the Company had a working capital of \$407,375 (2020 - \$129,935). 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 estimates 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 condensed interim 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.

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 condensed interim financial statements were authorized for issue on September 21, 2021 by the directors of the Company.

#### ***Statement of compliance***

The condensed interim 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”). These condensed interim financial statements comply with International Accounting Standards (“IAS”) 34 “Interim Financial Reporting”.

## 79 RESOURCES LTD.

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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

#### *Basis of preparation*

The condensed interim 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 or loss, which are stated at their fair value. The condensed interim 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 condensed interim 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.

The following areas required a significant degree of estimation:

#### Recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

#### Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

#### Income taxes

The calculation of income taxes requires judgment in applying tax laws and regulations, estimating the timing of the reversals of temporary differences, and estimating the reliability of deferred tax assets. These estimates impact current and deferred income tax assets and liabilities, and current and deferred income tax expense (recovery).

The following areas required a significant degree of judgment:

#### Going Concern

The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

## 79 RESOURCES LTD.

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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

#### *Foreign currency translation*

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

#### Transactions and balances:

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.

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 periods.

## **79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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

#### *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.

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 profit or loss.

## **79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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

#### ***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 expenditures 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 periods presented, this calculation proved to be anti-dilutive.

**79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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

**3. Exploration and evaluation assets**

	<b>Louise Lake, British Columbia</b>	<b>Lac Saint Simon Lithium Property, Quebec</b>	<b>Total</b>
<b>Acquisition Costs:</b>			
Balance, December 31, 2019	\$ 9,673	\$ -	\$ 9,673
Cash	10,000	-	10,000
Balance, December 31, 2020	19,673	-	19,673
Cash	-	25,000	25,000
Issuance of shares	-	41,250	41,250
Balance, June 30, 2021	\$ 19,673	\$ 66,250	\$ 85,923
<b>Deferred Exploration Costs:</b>			
Balance, December 31, 2019	\$ 111,871	\$ -	\$ 111,871
Assay and testing	714	-	714
Geological consulting	3,860	-	3,860
Reports and administration	4,205	-	4,205
Travel and accommodation	3,406	-	3,406
Balance, December 31, 2020	124,056	-	124,056
Administration	-	1,206	1,206
Assay and testing	5,000	-	5,000
Geological consulting	4,685	-	4,685
Balance, June 30, 2021	133,741	1,206	134,947
Write-off	(153,414)	(67,456)	(220,870)
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

## 79 RESOURCES LTD.

Notes to the Condensed Interim Financial Statements  
(Unaudited - Expressed in Canadian dollars)  
For the six months ended June 30, 2021

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### 3. Exploration and evaluation assets (cont'd)

#### Lac Saint Simon Lithium ("LSS") (Quebec)

On February 17, 2021, the Company entered into an option agreement to acquire 100% interest in the Lac Saint Simon lithium ("LSS") project in stages over a 3-year period as follows:

Date	Common shares	Cash	Exploration Expenditures
Within 5 Days of the removal of the due diligence provision (paid and issued)	250,000	\$ 25,000	\$ -
On or before February 3, 2022	250,000	30,000	100,000
On or before February 3, 2023	500,000	50,000	200,000
On or before February 3, 2024	500,000	50,000	400,000
	1,500,000	\$ 155,000	\$ 700,000

The vendor will retain a 2% NSR of which half can be purchased by the Company for \$1,000,000 at any time.

During the period ended June 30, 2021, the Company recorded a write-off of \$67,456 as it is no longer pursuing the property.

#### 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 (paid), 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.

The property is subject to a net smelter royalty ("NSR") 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.

During the period ended June 30, 2021, the Company recorded a write-off of \$153,414 as it is no longer pursuing the property.

### 4. Loan payable

In July 2020, the Company arranged loans totaling \$10,000 from two arm's length parties. The loans had a term of one year plus one day, bore interest of 2% per month, and were unsecured. During the year ended December 31, 2020, the Company fully repaid the loans and paid \$600 in interest.

## **79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements  
(Unaudited - Expressed in Canadian dollars)  
For the six months ended June 30, 2021

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### **5. Share capital**

#### *Authorized share capital*

Unlimited number of common shares without par value.

#### *Issuances*

*For the period ended June 30, 2021:*

On February 23, 2021, the Company issued 250,000 units (valued at \$41,250) pursuant to the LSS project (Note 3).

On March 19, 2021, the Company completed a non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each unit comprised one common share and one transferable share purchase warrant of the Company. Each warrant entitles the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection with the private placement, the Company paid finders' fees of \$31,200 and 260,000 finder's warrants (valued at \$25,400). Each finder's warrant entitles the finder to purchase one common share at a price of \$0.20 until March 19, 2023.

*For the year ended December 31, 2020:*

On August 27, 2020, the Company completed its initial public offering of 4,600,000 units at a price of \$0.10 per unit for gross proceeds of \$460,000. Each unit consists of one common share and one transferable common share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.15 per share at any time prior to August 27, 2022.

In connection to the initial public offering, the Company paid share issuance costs of \$48,000, corporate finance fees of \$30,000 cash (of which \$10,000 was paid in 2019), 100,000 in common shares (valued at \$10,000), and 460,000 broker's warrants (valued at \$24,370) exercisable at a price of \$0.10 per share, on or before August 27, 2022.

On December 30, 2020, the Company issued 200,000 common shares pursuant to exercise of options for gross proceeds of \$20,000, and accordingly, the Company reallocated \$5,636 of reserves to share capital.

#### *Escrow shares*

As of June 30, 2021, the Company had 1,500,001 shares held in escrow.

Under the escrow agreement, 10% of the escrowed common shares were 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.



**79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

**5. Share capital (cont'd)*****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 that vest upon grant. The 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 114%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 1.28%.

On January 29, 2021, the Company granted 630,000 stock options exercisable at \$0.16 until January 29, 2023 to consultants, officers and directors that vest upon grant. The fair value of the options was \$66,300 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 2 years; a dividend yield of 0%; and risk-free rate of 0.14%.

On March 4, 2021, the Company granted 80,000 stock options exercisable at \$0.16 until March 4, 2023 to a consultant that vest upon grant. The fair value of the options was \$8,200 which was determined by Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 145%; an expected life of 2 years; a dividend yield of 0%; and risk-free rate of 0.29%.

On May 6, 2021, the Company granted 270,000 stock options exercisable at \$0.145 until May 6, 2023 to consultants that vest upon grant. The fair value of the options was \$27,100 which was determined by Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 144%; an expected life of 2 years; a dividend yield of 0%; and risk-free rate of 0.30%.

Stock option transactions are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price
Balance at December 31, 2019	-	\$ -
Granted	800,000	0.10
Exercised	(200,000)	0.10
Balance at December 31, 2020	600,000	0.10
Granted	980,000	0.16
Cancelled	(300,000)	0.10
<b>Balance at June 30, 2021</b>	<b>1,280,000</b>	<b>\$ 0.14</b>

Details of options outstanding as at June 30, 2021 are as follows:

Number of Options	Exercise Price	Expiry date	Exercisable
630,000	\$0.16	January 29, 2023	630,000
300,000	\$0.10	February 24, 2023	300,000
80,000	\$0.16	March 4, 2023	80,000
270,000	\$0.145	May 6, 2023	270,000

As at June 30, 2021 the options outstanding had a weighted average exercise price of \$0.14 (December 31, 2020: \$0.10) and a weighted average life of 1.69 years (December 31, 2021: 2.15 years).

**79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

**5. Share capital (cont'd)***Warrants*

On August 27, 2020, the Company granted 460,000 broker's warrants exercisable at a price of \$0.10 until August 27, 2022. The estimated fair value of the options was \$24,320 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 102%; an expected life of 2 years; a dividend yield of 0%; and a risk-free rate of 0.29%.

On March 19, 2021, the Company granted 260,000 finder's warrants exercisable at a price of \$0.20 until March 19, 2023. The estimated fair value of the options was \$25,400 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 145%, an expected life of 2 years; a dividend yield of 0%; and a risk-free rate of 0.27%.

Warrants transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
December 31, 2019	-	\$ -
Granted	5,060,000	0.15
Balance at December 31, 2020	5,060,000	0.15
Granted	4,440,000	0.20
<b>Balance at June 30, 2021</b>	<b>9,500,000</b>	<b>\$0.17</b>

Details of warrants outstanding as at June 30, 2021 are as follows:

Number of Warrants	Exercise Price	Expiry date
4,600,000	\$0.15	August 27, 2022
460,000	\$0.10	August 27, 2022
4,180,000	\$0.20	March 19, 2023
260,000	\$0.20	March 19, 2023

As at June 30, 2021 the warrants outstanding had a weighted average exercise price of \$0.17 (December 31, 2020: \$0.15) and a weighted average life of 1.44 years (December 31, 2020: 1.65 years).

## **79 RESOURCES LTD.**

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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### **6. Related party transactions**

The Company has paid rent of \$Nil (2020: \$1,200) and office expenses of \$Nil (2020: \$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.

The Company has paid \$Nil (2020: \$15,000) to a former senior officer for management services for the period ended June 30, 2021.

The Company has paid \$Nil (2020: \$2,000) to a former director and senior officer for accounting services included in professional fees for the period ended June 30, 2021.

The Company has paid \$6,000 (2020: \$Nil) to the current CFO for consulting services for the period June 30, 2021.

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 during the period ended June 30, 2021 consist of 380,000 stock options valued at \$39,990 (2020: 800,000 stock options valued at \$22,543).

### **7. 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 nominal 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.

## 79 RESOURCES LTD.

Notes to the Condensed Interim Financial Statements  
(Unaudited - Expressed in Canadian dollars)  
For the six months ended June 30, 2021

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### 7. Financial risk management (cont'd)

#### 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 June 30, 2021 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.

#### 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, all of which are classified as amortized cost, approximate their current fair values because of their nature and anticipated settlement dates.

## 79 RESOURCES LTD.

Notes to the Condensed Interim Financial Statements

(Unaudited - Expressed in Canadian dollars)

For the six months ended June 30, 2021

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### 8. Supplemental disclosure with respect to cash flows

During the period end June 30, 2021 and 2020, the Company incurred the following non-cash financing and investing transactions:

	June 30, 2021	June 30, 2020
	\$	\$
Non-cash financing and investing activities:		
Brokers and finders' warrants issued	25,400	-
Accrued share issue costs	-	8,000
Shares issued to acquire exploration and evaluation assets	41,250	-

### 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, as disclosed in Note 3.

### 10. Proposed transaction

On June 17, 2021, the Company entered into a definitive share purchase agreement with an arm's-length Calgary-based investor to acquire all of the outstanding common shares of Buck Gold Inc ("Buck Gold"). Buck Gold holds certain mineral claims in British Columbia.

To acquire a 100% interest in the securities of Buck Gold, the Company shall issue 80,000,000 common shares (the "SNR Shares") as consideration for all outstanding common shares of Buck Gold now held by Ryan Kalt ("Mr. Kalt"). As the former shareholder of Buck Gold will own greater than 50% and accordingly control the combined entity resulting in a reverse takeover transaction as defined by IFRS. The SNR Shares will be subject customary escrow provisions imposed by the CSE. The claims held by Buck Gold are subject a 2% gross royalty in favour of Mr. Kalt.

The transaction is expected to constitute a fundamental change of the Company in accordance with the policies of the CSE, and as such is subject to certain CSE filings, shareholder approval, CSE approval and other customary regulatory approvals (as applicable). Completion of the transaction will result in a change of control, as that term is defined by the policies of the CSE, with Mr. Kalt holding, on a post-closing and direct basis, a total of 80,000,000 common shares to be issued by the Company pursuant to the transaction.

Upon closing, the Company has agreed to pay a finder's fee of 2,000,000 common shares in connection with the Transaction to an arm's-length party.

**79 RESOURCES LTD.**  
**Financial Statements**  
**For the year ended December 31, 2020**  
**Expressed in Canadian Dollars**

## 1 INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
79 Resources Ltd.

### *Opinion*

We have audited the accompanying financial statements of 79 Resources Ltd. (the "Company"), which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the year ended December 31, 2020 and 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, 2020 and 2019, and its financial performance and its cash flows for the year ended December 31, 2020 and 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 audits 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 audits is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 in the financial statements, which indicates that the Company has 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:

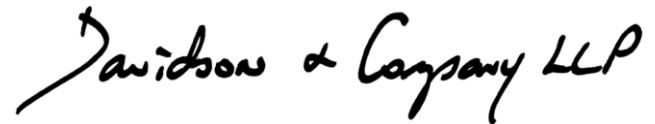
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Guy Thomas.

A handwritten signature in black ink that reads "Davidson & Caspary LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

April 19, 2021

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

	December 31, 2020	December 31, 2019
<b>ASSETS</b>		
Current assets		
Cash	\$ 143,602	\$ 65,044
Amounts recoverable	13,344	5,347
Deferred finance costs (Note 5)	-	10,000
	<u>156,946</u>	<u>80,391</u>
Non-current assets		
Exploration and evaluation assets (Note 3)	143,729	121,544
	<u>\$ 300,675</u>	<u>\$ 201,935</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable and accrued liabilities	\$ 25,362	\$ 71,944
Due to related parties (Note 6)	1,649	3,000
	<u>27,011</u>	<u>74,944</u>
Shareholders' equity		
Share capital (Note 5)	543,767	184,751
Reserves (Note 5)	41,278	-
Deficit	(311,381)	(57,760)
	<u>273,664</u>	<u>126,991</u>
	<u>\$ 300,675</u>	<u>\$ 201,935</u>

**Nature of Operations and Going Concern (Note 1)**  
**Subsequent events (Note 11)**

Approved on Behalf of the Board of Directors:

"Gary Musil"

Director

"John Masters"

Director

The accompanying notes are an integral part of these financial statements

**79 RESOURCES LTD.**Statements of Loss and Comprehensive Loss  
(Expressed in Canadian dollars)

	Year ended December 31, 2020	Period from April 17 to December 31, 2019
<b>Expenses</b>		
Consulting fees	\$ 56,000	\$ 4,000
Management fees (Note 6)	30,000	15,000
Marketing and promotion	7,000	-
Office and miscellaneous	4,538	282
Professional fees (Note 6)	103,079	37,843
Regulatory and filing fees	27,813	-
Rent (Note 6)	1,200	-
Share-based payments (Notes 5 and 6)	22,544	-
Travel	1,447	635
	<hr/>	<hr/>
Loss and Comprehensive Loss for the Period	\$ (253,621)	\$ (57,760)
	<hr/>	<hr/>
Loss Per Share, Basic and Diluted	\$ (0.03)	\$ (0.01)
	<hr/>	<hr/>
Weighted Average Common Shares Outstanding (basic and diluted)	9,818,580	5,484,497

The accompanying notes are an integral part of these financial statements

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

	Share Capital		Share Based Payment Reserve	Deficit	Shareholders' Equity
	Shares	Amount			
<b>Balance at April 17, 2019 (date of incorporation)</b>	-	\$ -	\$ -	\$ -	\$ -
Shares issued for private placements	8,100,001	195,001	-	-	195,001
Share issuance costs	-	(12,250)	-	-	(12,250)
Shares issued for exploration and evaluations assets	100,000	2,000	-	-	2,000
Loss for the period	-	-	-	(57,760)	(57,760)
<b>Balance at December 31, 2019</b>	<b>8,200,001</b>	<b>184,751</b>	<b>-</b>	<b>(57,760)</b>	<b>126,991</b>
Shares for initial public offering	4,600,000	460,000	-	-	460,000
Share issued to finders	100,000	10,000	-	-	10,000
Warrants issued to brokers	-	-	24,370	-	24,370
Share issuance costs	-	(136,620)	-	-	(136,620)
Share-based payments	-	-	22,544	-	22,544
Option exercise	200,000	25,636	(5,636)	-	20,000
Loss for the year	-	-	-	(253,621)	(253,621)
<b>Balance at December 31, 2020</b>	<b>13,100,001</b>	<b>\$ 543,767</b>	<b>\$ 41,278</b>	<b>\$ (311,381)</b>	<b>\$ 273,664</b>

The accompanying notes are an integral part of these financial statements

**79 RESOURCES LTD.**

## Statement of Cash Flows

(Expressed in Canadian dollars)

	Year ended December 31, 2020	Period from April 17 to December 31, 2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (253,621)	\$ (57,760)
Items not involving cash:		
Share-based payment	22,544	-
Net change in non-cash working capital items:		
Amounts recoverable	(7,997)	(5,347)
Accounts payable and accrued liabilities	(6,125)	31,488
Due to related parties	(1,351)	3,000
Net cash used in operating activities	<u>(246,550)</u>	<u>(28,619)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Exploration and evaluation acquisition	(10,000)	(7,673)
Exploration and evaluation asset expenditure	<u>(44,642)</u>	<u>(79,414)</u>
Net cash used in investing activities	<u>(54,642)</u>	<u>(87,087)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from initial public offering	460,000	-
Deferred finance cost	-	(10,000)
Exercise of options	20,000	-
Proceeds from private placements	-	195,000
Share issuance costs	(100,250)	(4,250)
Proceeds from loan payable	10,000	-
Repayment of loan payable	<u>(10,000)</u>	<u>-</u>
Net cash provided by financings activities	<u>379,750</u>	<u>180,750</u>
<b>Change in cash during the period</b>	<b>78,558</b>	<b>65,044</b>
<b>Cash, beginning of period</b>	<u>65,044</u>	<u>-</u>
<b>Cash, end of period</b>	<u>\$ 143,602</u>	<u>\$ 65,044</u>

**Non-cash investing and financing activities (Note 8)**

The accompanying notes are an integral part of these financial statements

## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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### **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, corporate office and principal place of business is Suite 1240 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1.

On August 27, 2020, the Company completed its initial public offering (“IPO”) and became publicly listed on the Canadian Securities Exchange (“CSE”) and trades under the symbol “SNR”.

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, 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 December 31, 2020, the Company had a working capital of \$129,935. 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 estimates 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.

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 April 19, 2021 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”).

## 79 RESOURCES LTD.

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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

#### *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 or 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.

The following areas required a significant degree of estimation:

#### Recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

#### Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

#### Income taxes

The calculation of income taxes requires judgment in applying tax laws and regulations, estimating the timing of the reversals of temporary differences, and estimating the reliability of deferred tax assets. These estimates impact current and deferred income tax assets and liabilities, and current and deferred income tax expense (recovery).

The following areas required a significant degree of judgment:

#### Going Concern

The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

## 79 RESOURCES LTD.

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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

#### *Foreign currency translation*

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

#### Transactions and balances:

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.

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 periods.



## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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

#### *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.

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 profit or loss.

Mineral exploration and evaluation expenditures are classified as intangible assets.

## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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

#### ***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 expenditures 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 periods presented, this calculation proved to be anti-dilutive.

**79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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

**3. Exploration and evaluation assets**

<b>Louise Lake, British Columbia</b>	<b>December 31, 2019</b>	<b>Incurred in year</b>	<b>December 31, 2020</b>
Acquisition costs			
Cash	\$ 7,673	\$ 10,000	\$ 17,673
Shares	2,000	-	2,000
	<u>9,673</u>	<u>10,000</u>	<u>19,673</u>
Exploration costs			
Assays and testing	4,690	714	5,404
Geological consulting	29,879	3,860	33,739
Ground magnetic survey	38,336	-	38,336
Mapping and surveying	2,090	-	2,090
Reports and administration	15,401	4,205	19,606
Travel and accommodation	21,475	3,406	24,881
	<u>111,871</u>	<u>12,185</u>	<u>124,056</u>
<b>TOTAL</b>	<b>\$ 121,544</b>	<b>\$ 22,185</b>	<b>\$ 143,729</b>

**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 (paid), 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.

The property is subject to a net smelter royalty ("NSR") 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. Loan payable**

In July 2020, the Company arranged loans totaling \$10,000 from two arm's length parties. The loans had a term of one year plus one day, bore interest of 2% per month, and were unsecured. During the year ended December 31, 2020, the Company fully repaid the loans and paid \$600 in interest.

## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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### **5. Share capital**

#### *Authorized share capital*

Unlimited number of common shares without par value.

#### *Issuances*

*For the year ended December 31, 2020:*

On August 27, 2020, the Company completed its initial public offering of 4,600,000 units at a price of \$0.10 per unit for gross proceeds of \$460,000. Each unit consists of one common share and one transferable common share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.15 per share at any time prior to August 27, 2022.

In connection to the initial public offering, the Company paid share issuance costs of \$48,000, corporate finance fees of \$30,000 cash (of which \$10,000 was paid in 2019), 100,000 in common shares (valued at \$10,000), and 460,000 broker's warrants (valued at \$24,370) exercisable at a price of \$0.10 per share, on or before August 27, 2022.

On December 30, 2020, the Company issued 200,000 common shares pursuant to exercise of options for gross proceeds of \$20,000, and accordingly, the Company reallocated \$5,636 of reserves to share capital.

*For the period ended December 31, 2019:*

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.

#### *Escrow shares*

As of December 31, 2020, the Company had 1,800,000 shares held in escrow.

Under the escrow agreement, 10% of the escrowed common shares were 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.

#### *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.

**79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

**5. Share capital (cont'd)*****Stock options (cont'd)***

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 and vesting upon grant. The fair value of the options was \$22,544 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 114%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 1.28%.

Stock option transactions are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price
Balance at April 17, 2019 and December 31, 2019	-	\$ -
Granted	800,000	0.10
Exercised	(200,000)	0.10
<b>Balance at December 31, 2020</b>	<b>600,000</b>	<b>\$0.10</b>

Details of options outstanding as at December 31, 2020 are as follows:

Number of Shares	Exercise Price	Expiry date	Exercisable
600,000	\$0.10	February 24, 2023	600,000

As at December 31, 2020 the options outstanding had a weighted average exercise price of \$0.10 and a weighted average life of 2.15 years.

***Warrants***

On August 27, 2020, the Company granted 460,000 broker's warrants exercisable at a price of \$0.10 until August 27, 2022. The estimated fair value of the options was \$24,320 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 102%; an expected life of 2 years; a dividend yield of 0%; and a risk-free rate of 0.29%.

Warrants transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at April 17, 2019 and December 31, 2019	-	\$ -
Granted	5,060,000	0.15
<b>Balance at December 31, 2020</b>	<b>5,060,000</b>	<b>\$0.15</b>

Details of warrants outstanding as at December 31, 2020 are as follows:

Number of Shares	Exercise Price	Expiry date
4,600,000	\$0.15	August 27, 2022
460,000	\$0.10	August 27, 2022

## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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### **5. Share capital (cont'd)**

#### *Warrants (cont'd)*

As at December 31, 2020 the warrants outstanding had a weighted average exercise price of \$0.15 and a weighted average life of 1.65 years.

### **6. Related party transactions**

The Company has paid rent of \$1,200 and office expenses 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 \$30,000 (2019: \$15,000) for management services to December 31, 2020.

The Company has paid \$7,500 (2019: \$4,500) to a former director and senior officer for accounting services for the year December 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 during fiscal 2020 consist of 800,000 stock options valued at \$22,544 (2019: \$Nil).

### **7. 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.

## **79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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### **7. Financial risk management (cont'd)**

#### 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, 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.

#### 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 year.

**79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

**7. 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 estimates that the recorded values of all cash, accounts payable and accrued liabilities, and amounts due to related parties, all of which are classified as amortized cost, approximate their current fair values because of their nature and anticipated settlement dates.

**8. Supplemental disclosure with respect to cash flows**

During the years ended December 31, 2020 and 2019, the Company incurred the following non-cash financing and investing transactions:

	<b>December 31, 2020</b>	<b>December 31, 2019</b>
	\$	\$
<b>Non-cash financing and investing activities:</b>		
Shares issued for exploration and evaluation assets	-	2,000
Broker's warrants issued for initial public offering	24,370	-
Exploration and evaluation assets included in accounts payable and accrued liabilities	32,457	-
Accrued share issue costs	8,000	-
Finder shares issued	10,000	-
Fair value of stock options exercised	5,636	-

**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, as disclosed in Note 3.

**10. Income Taxes**

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

	<b>2020</b>	<b>2019</b>
	\$	\$
Loss for the year	(253,621)	(57,760)
Expected income tax (recovery)	(68,000)	(16,000)
Permanent difference	6,000	-
Impact of flow-through shares	4,000	18,000
Share issuance costs	(30,000)	(3,000)
Tax benefit not realized	88,000	1,000
<b>Total income tax expense (recovery)</b>	<b>-</b>	<b>-</b>



**79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

**10. Income Taxes (cont'd)**

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2020	2019
Deferred Tax Assets (liabilities)		
Share issue costs	\$ 26,000	\$ 1,000
Non-capital losses available for future period	63,000	-
	89,000	1,000
<b>Unrecognized deferred tax assets</b>	<b>(89,000)</b>	<b>(1,000)</b>
<b>Net deferred tax assets</b>	<b>\$ -</b>	<b>\$ -</b>

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2020	Expiry Date Range	2019	Expiry Date Range
<b>Temporary Differences</b>				
Share issue costs	97,000	2021 to 2024	3,000	2020 to 2023
Non-capital losses available for future periods	235,000	2039 to 2040	-	No expiry date

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

**11. Subsequent events**

Subsequent to December 31, 2020, the Company:

- i) entered into an option agreement to acquire 100% interest in the Lac Saint Simon lithium ("LSS") project in stages over a 3-year period as follows:

Date	Common shares	Cash	Exploration Expenditures
Within 5 Days of the removal of the due diligence provision (paid and issued)	250,000	\$ 25,000	\$ -
On or before February 3, 2022	250,000	30,000	100,000
On or before February 3, 2023	500,000	50,000	200,000
On or before February 3, 2024	500,000	50,000	400,000
	1,500,000	\$ 155,000	\$ 700,000

The vendor will retain a 2% NSR of which half can be purchased by the Company for \$1,000,000 at any time.

- ii) closed the non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each Unit is comprised of one common share and one transferable share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection of the private placement, the Company paid finders' fees of \$31,200 and 260,000 finder's warrants. Finder's warrants entitle the finder to purchase one common share in the Company exercisable at a price of \$0.20 until March 19, 2023.

**79 RESOURCES LTD.**

Notes to the Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2020

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**11. Subsequent events (cont'd)**

- iii) granted 630,000 stock options exercisable at a price of \$0.16 until January 29, 2023 to consultants, officers and directors that vest upon grant.
  
- iv) granted 80,000 stock options exercisable at a price of \$0.16 until March 4, 2023 to a consultant that vest upon grant.

**Schedule “B”  
Company MD&A**

(see attached)

# 79 RESOURCES LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2021

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**September 21, 2021**

This Management Discussion and Analysis ("MD&A") of 79 Resources Ltd. ("79" or the "Company") has been prepared by management as of September 21, 2021 and should be read together with the unaudited condensed interim financial statements and related notes for the six months ended June 30, 2021 and the audited financial statements for the year ended December 31, 2020 which are prepared in accordance with International Financial Reporting Standards ("IFRS").

### **FORWARD LOOKING STATEMENTS**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward- looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

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.

### **OVERVIEW AND OVERALL PERFORMANCE**

The Company is engaged in the business of mineral exploration.

The Company's registered office, corporate office and principal place of business is Suite 1240 – 789 West Pender Street, Vancouver, BC, V6C 1H2. The Company was incorporated under the Business Corporations Act (British Columbia) on April 17, 2019.

On August 28, 2020, the Company began trading on the Canadian Securities Exchange under the symbol SNR.

On February 23, 2021, the Company issued 250,000 units (valued at \$41,250) to acquire the Lac Saint Simon lithium ("LSS") project (Note 3).

On March 19, 2021, the Company closed the non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each Unit is comprised of one common share and one transferable share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection of the private placement, the Company paid finders' fees of \$31,200 and 260,000 finder's warrants (valued at \$25,400). Finder's warrants entitle the finder to purchase one common share in the Company exercisable at a price of \$0.20 until March 19, 2023.

## RESULTS OF OPERATIONS

The Company is an exploration stage mineral resource company and does not have any revenues from its operations.

As at June 30, 2021, the Company had total assets of \$444,736 (December 31, 2020: \$300,675). As at June 30, 2021, the Company had current liabilities of \$37,361 (December 31, 2020: \$27,011).

For the six months ended June 30, 2021, the Company reported a net loss of \$479,539 (2020: \$58,563). The increase in all categories of expenses is due increased activities since incorporation on April 17, 2019. The losses for the period ended June 30, 2021 comprised of banking and interest charges of \$11 (2020: \$82), consulting fee of \$46,000 (2020: \$Nil), management fees of \$48,000 (2020: \$15,000), marketing and promotion of \$6,750 (2020: \$Nil), office and miscellaneous of \$Nil (2020: \$400), professional fees of \$43,495 (2020: \$9,484), regulatory and filing fees of \$12,053 (2020: \$9,853), rent of \$Nil (2020: \$1,200), share-based payment of \$101,600 (2020: \$22,544), travel of \$760 (2020: \$Nil), and write-off of exploration and evaluation assets of \$220,870 (2020: \$nil).

For the three months ended June 30, 2021, the Company reported a net loss of \$323,652 (2020: \$22,378). The increase in all categories of expenses is due increased activities since incorporation on April 17, 2019. The losses for the period ended June 30, 2021 comprised of banking and interest charges of \$Nil (2020: \$41), consulting fee of \$20,500 (2020: \$Nil), management fees of \$18,000 (2020: \$7,500), marketing and promotion of \$3,000 (2020: \$Nil), professional fees of \$30,862 (2020: \$Nil), regulatory and filing fees of \$3,320 (2020: \$9,853), and share-based payment of \$27,100 (2020: \$Nil), and write-off of exploration and evaluation assets of \$220,870 (2020: \$nil).

## SUMMARY OF QUARTERLY RESULTS

	Q2	Q1	Q4	Q3
	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020
Net Loss for the Period	\$ (323,652)	\$ (155,887)	\$ (71,417)	\$ (123,832)
Loss per Share	(0.02)	(0.01)	-	-
Total assets	\$ 444,736	\$ 749,476	\$ 300,675	\$ 349,969

	Q2	Q1	Q4	Q3
	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Net Loss for the Period	\$ (22,186)	\$ (36,186)	\$ (42,638)	\$ (13,221)
Loss per Share	-	-	-	-
Total assets	\$ 141,590	\$ 159,836	\$ 141,590	\$ 180,129

## **EXPLORATION AND PROJECTS**

### *Louise Lake Property*

On July 8, 2019 the Company entered into an agreement to acquire up to a 75% interest in seven mining claims in the Omineca Mining Division, British Columbia from two vendors who co-own the property. 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 (paid).

To earn a further 24% (for a total of 75%), the Company must pay the vendors \$10,000 on or before July 8, 2020, extended to August 8, 2020 (paid), 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 82 additional cells contiguous to the Louise Lake Property for a cash payment of \$2,673.

The Property is located in the northern interior of British Columbia, approximately 35 air kilometers west of Smithers, British Columbia. The Property consists of eight Mineral Tenure Online mineral titles and covers an area of 1,862.36 hectares.

Since 1969, numerous exploration programs have been conducted on the area including geological mapping, geochemical and soil sampling, induced polarization (IP) surveying, diamond drilling, airborne magnetometer and VLF-EM surveying. Companies which conducted exploration on the Property include Canadian Superior Exploration (IP survey and diamond drilling – 1970), Granby Mining Corporation (geochemical surveys in 1975), Bethlehem Copper Corporation (geochemical and IP survey in 1979), Noranda Exploration Company (airborne magnetometer and VLF-EM surveys in 1980), Corona Gold Corporation (VLF-EM, geochemical survey, trenching and diamond drilling in 1988 to 1990), Equity Silver Mines Ltd. (diamond drilling in 1992) Global Mineral and Chemical Ltd. (IP surveying and diamond drilling in 1995 through 1998), Firestone Ventures Inc. and North American Gem Inc. (diamond drilling in 2004 through 2008).

During the period ended June 30, 2021, the Company recorded a write-off of \$153,414 as it is no longer pursuing the property.

### *Lac Saint Simon Lithium Project*

On February 17, 2021, the Company signed an option to earn a 100% interest in the Lac Saint Simon lithium ("LSS") property located in the James Bay/Eeyou Istchee region of Quebec.

The LSS property consists of 9 mineral claims totaling ~480 hectares and has a historic \*NI 43-101 technical report completed in May 2017. The property is only ~2km from the boundary of Nemaska Lithium’s Whabouchi Project (“Whabouchi”). According to Nemaska, Whabouchi is one of the most important spodumene lithium hard rock deposits in the world both in volume and grade.

To earn the 100% interest, the Company must make the following considerations:

Date	Common shares	Cash	Exploration Expenditures
Within 5 Days of the removal of the due diligence provision (paid and issued)	250,000	\$ 25,000	\$ -
On or before February 3, 2022	250,000	30,000	100,000
On or before February 3, 2023	500,000	50,000	200,000
On or before February 3, 2024	500,000	50,000	400,000
	1,500,000	\$ 155,000	\$ 700,000

The vendor will retain a 2% NSR of which half can be purchased by the Company for \$1,000,000 at any time.

During the period ended June 30, 2021, the Company recorded a write-off of \$67,456 as it is no longer pursuing the property.

#### **LIQUIDITY AND CAPITAL RESOURCES**

The Company reported a working capital of \$407,375 at June 30, 2021 and cash of \$433,147. Current liabilities as at June 30, 2021 consisted of accounts payable and accrued liabilities of \$36,311, and due to related parties of \$1,050.

During the period from January 1, 2021 to August 30, 2021, the Company:

On February 23, 2021, the Company issued 250,000 common shares (valued at \$41,250) pursuant to acquisition of Lac Saint Simon lithium project.

On March 19, 2021, the Company closed the non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each Unit is comprised of one common share and one transferable share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection of the private placement, the Company paid finders’ fees of \$31,200 and 260,000 finder’s warrants. Finder’s warrants entitle the finder to purchase one common share in the Company exercisable at a price of \$0.20 until March 19, 2023.

The Company has limited working capital to continue administrative operations and development of its exploration asset and may continue to have capital requirements in excess of its currently available resources. The Company intends to raise additional financing either privately or through a public financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

## RELATED PARTY TRANSACTIONS

The Company has paid rent of \$Nil (2020 - \$1,200) and office expenses of \$Nil (2020 - \$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.

The Company has paid \$Nil (2020: \$15,000) to a former senior officer for management services for the period ended June 30, 2021.

The Company has paid \$Nil (2020: \$2,000) to a former director and senior officer for accounting services included in professional fees for the period ended June 30, 2021.

The Company has paid \$6,000 (2020: \$Nil) to current CFO for consulting services for the period June 30, 2021.

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 during the period ended June 30, 2021 consist of 380,000 stock options valued at \$39,990 (December 31, 2020: 800,000 stock options valued at \$22,544).

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

## OUTSTANDING SECURITIES AT AUGUST 30, 2021

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 17,530,001 Common Shares

### **Options:**

<b>Number</b>	<b>Exercisable</b>	<b>Exercise Price</b>	<b>Expiry date</b>
630,000	630,000	\$0.16	January 29, 2023
300,000	300,000	\$0.10	February 24, 2023
80,000	80,000	\$0.16	March 2, 2023
270,000	270,000	\$0.145	May 6, 2023

### **Warrants:**

<b>Number</b>	<b>Exercise Price</b>	<b>Expiry date</b>
4,600,000	\$0.15	August 27, 2022
460,000	\$0.10	August 27, 2022
4,180,000	\$0.20	March 19, 2023
260,000	\$0.20	March 19, 2023



## **RISKS AND UNCERTAINTIES**

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical. The Company has no producing properties, no significant source of operating cash flow and consequently no sales or revenue from operations. The Company has either not yet determined whether its mineral properties contain mineral reserves that are economically recoverable or where reserves have been determined, mining operations have not yet commenced. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

The property interests in whom the Company has an option to earn an interest are in the exploration stages only, are without and may not result in any discoveries of commercial mineralization, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines, the result being the Company will be forced to look for other exploration projects. The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters.

*Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).*

## **CHANGE IN MANAGEMENT**

On March 2, 2021, Twilia Jenson resigned from the Board of Directors, effective immediately.

On March 9, 2021, the Company Mitchell E. Lavery, P.Geo to its Advisory Board.

On May 6, 2021, James Place resigned from the Board of Directors, effective immediately.

On May 6, 2021, Charles Desjardins was appointed to the Board of Directors and the Audit Committee.

## **PROPOSED TRANSACTION**

On June 17, 2021, the Company entered into a definitive share purchase agreement with an arm's-length Calgary-based investor to acquire all of the outstanding common shares of Buck Gold Inc ("Buck Gold"). Buck Gold holds certain mineral claims in British Columbia.

To acquire a 100% interest in the securities of Buck Gold, the Company shall issue 80,000,000 common shares (the "SNR Shares") as consideration for all outstanding common shares of Buck Gold now held by Ryan Kalt ("Mr. Kalt"). As the former shareholder of Buck Gold will own greater than 50% and accordingly control the combined entity resulting in a reverse takeover transaction as defined by IFRS. The SNR Shares will be subject customary escrow provisions imposed by the CSE. The claims held by Buck Gold are subject a 2% gross royalty in favour of Mr. Kalt.

The transaction is expected to constitute a fundamental change of the Company in accordance with the policies of the CSE, and as such is subject to certain CSE filings, shareholder approval, CSE approval and other customary regulatory approvals (as applicable). Completion of the transaction will result in a change of control, as that term is defined by the policies of the CSE, with Mr. Kalt holding, on a post-closing and direct basis, a total of 80,000,000 common shares to be issued by the Company pursuant to the transaction.

Upon closing, the Company has agreed to pay a finder's fee of 2,000,000 common shares in connection with the Transaction to an arm's-length party.

# 79 RESOURCES LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2020

---

**April 19, 2021**

This Management Discussion and Analysis ("MD&A") of 79 Resources Ltd. ("79" or the "Company") has been prepared by management as of April 19, 2021 and should be read together with the audited financial statements and related notes for the year ended December 31, 2020 and the audited financial statements for the period ended December 31, 2020 which are prepared in accordance with International Financial Reporting Standards ("IFRS").

### **FORWARD LOOKING STATEMENTS**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

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.

### **OVERVIEW AND OVERALL PERFORMANCE**

The Company is engaged in the business of mineral exploration.

The Company's registered office, corporate office and principal place of business is Suite 1240 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1.. The Company was incorporated under the Business Corporations Act (British Columbia) on April 17, 2019.

On August 27, 2020, the Company completed its initial public offering (the "IPO") of 4,600,000 units in its capital (each a "Unit"), at a price of \$0.10 per Unit for gross proceeds of \$460,000. Each Unit consists of one common share in the capital of the Company (each, a "Share") and one transferable common share purchase warrant (each, a "Unit Warrant") of the Company. Each Unit Warrant entitles the holder thereof to acquire one Share of the Company at an exercise price of \$0.15 per Share at any time prior to August 27, 2022.

Haywood Securities Inc. acted as agent (the "Agent") for the IPO. The Agent received a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee of \$40,000, of which \$30,000 was paid in cash and \$10,000 in Shares. Additionally, the Company granted the Agent, and its selling group, compensation options entitling the holder to purchase an aggregate of 460,000 Shares at a price of \$0.10 per Share, exercisable on or before August 27, 2022.

On August 28, 2020, the Company began trading on the Canadian Securities Exchange under the symbol SNR.

## RESULTS OF OPERATIONS

The Company is an exploration stage mineral resource company and does not have any revenues from its operations.

As at December 31, 2020, the Company had total assets of \$300,675 (2019: \$201,935). As at December 31, 2020, the Company had current liabilities of \$27,011 (2019: \$74,944).

For the year ended December 31, 2020, the Company reported a net loss of \$253,621 (2019: \$57,760). The increase in all categories of expenses is due increased activities since incorporation on April 17, 2019. The losses for the year ended December 31, 2020 comprised of consulting fee of \$56,000 (2019: \$4,000), management fees of \$30,000 (2019: \$15,000), marketing and promotion of \$7,000 (2019: \$Nil), office and miscellaneous of \$4,538 (2019: \$282), professional fees of \$103,079 (2019: \$37,843), regulatory and filing fees of \$27,813 (2019: \$Nil), rent of \$1,200 (2019: \$Nil), share-based payment of \$22,544 (2019: \$Nil), and, travel of \$1,447 (2019: \$635).

## SELECTED ANNUAL INFORMATION

	2020	2019
	\$	\$
Loss and comprehensive loss for the year	(253,621)	(57,760)
Basic and diluted loss per share	(0.03)	(0.01)
Statement of financial position data:		
Working capital	129,935	5,447
Total assets	300,675	201,935

## SUMMARY OF QUARTERLY RESULTS

The Company was incorporated on April 17, 2019 and, for that reason, only the previous seven quarters have been presented in the table below.

	Q4	Q3	Q2	Q1
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Net Loss for the Period	\$ (71,417)	\$ (123,832)	\$ (22,186)	\$ (36,186)
Loss per Share	-	-	-	-
Total assets	\$ 300,675	\$ 349,969	\$ 141,590	\$ 159,836

	Q4	Q3	Q2
	December 31, 2019	September 30, 2019	June 30, 2019
Net Loss for the Period	\$ (42,638)	\$ (13,221)	\$ (1,901)
Loss per Share	-	-	-
Total assets	\$ 141,590	\$ 180,129	\$ 8,101

## **FOURTH QUARTER**

The Company did not have any significant events or transactions in the quarter of January 31, 2020 to report.

## **EXPLORATION AND PROJECTS**

The principal asset of the Company is its option to acquire up to a 75% interest in the Louise Lake Property, a copper, molybdenum, gold and silver prospect.

### Louise Lake Property

On July 8, 2019 the Company entered into an agreement to acquire up to a 75% interest in seven mining claims in the Omineca Mining Division, British Columbia from two vendors who co-own the property. 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 (paid).

To earn a further 24% (for a total of 75%), the Company must pay the vendors \$10,000 on or before July 8, 2020, extended to August 8, 2020 (paid), 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 82 additional cells contiguous to the Louise Lake Property for a cash payment of \$2,673.

The Property is located in the northern interior of British Columbia, approximately 35 air kilometers west of Smithers, British Columbia. The Property consists of eight Mineral Tenure Online mineral titles and covers an area of 1,862.36 hectares.

Since 1969, numerous exploration programs have been conducted on the area including geological mapping, geochemical and soil sampling, induced polarization (IP) surveying, diamond drilling, airborne magnetometer and VLF-EM surveying. Companies which conducted exploration on the Property include Canadian Superior Exploration (IP survey and diamond drilling – 1970), Granby Mining Corporation (geochemical surveys in 1975), Bethlehem Copper Corporation (geochemical and IP survey in 1979), Noranda Exploration Company (airborne magnetometer and VLF-EM surveys in 1980), Corona Gold Corporation (VLF-EM, geochemical survey, trenching and diamond drilling in 1988 to 1990), Equity Silver Mines Ltd. (diamond drilling in 1992) Global Mineral and Chemical Ltd. (IP surveying and diamond drilling in 1995 through 1998), Firestone Ventures Inc. and North American Gem Inc. (diamond drilling in 2004 through 2008).

### Future Plans

In relation to the property, the Company currently plans to follow recommendations made in the technical report. The Technical Report recommends that the Company conduct a two phase exploration program comprised of: phase one, a surface exploration program, geological mapping, rock and soil sampling, and prospecting; and phase two consisting of a drilling program to further examine a target which was indicated in 2004 - 2008 drilling programs. The estimated budget for phase one is \$103,200, and the estimated budget for phase two is \$171,900. The Company will make a decision regarding whether to proceed with phase two based on the results from phase one and whether it acquires the additional claim.

### Lac Saint Simon Lithium Project

On February 17, 2021, the Company signed an option to earn a 100% interest in the Lac Saint Simon lithium ("LSS") property located in the James Bay/Eeyou Istchee region of Quebec.

The LSS property consists of 9 mineral claims totaling ~480 hectares and has a historic \*NI 43-101 technical report completed in May 2017. The property is only ~2km from the boundary of Nemaska Lithium’s Whabouchi Project (“Whabouchi”). According to Nemaska, Whabouchi is one of the most important spodumene lithium hard rock deposits in the world both in volume and grade.

To earn the 100% interest, the Company must make the following considerations:

Date	Common shares	Cash	Exploration Expenditures
Within 5 Days of the removal of the due diligence provision (paid and issued)	250,000	\$ 25,000	\$ -
On or before February 3, 2022	250,000	30,000	100,000
On or before February 3, 2023	250,000	50,000	200,000
On or before February 3, 2024	250,000	50,000	400,000
	1,500,000	\$ 155,000	\$ 700,000

The vendor will retain a 2% NSR of which half can be purchased by the Company for \$1,000,000 at any time.

## LIQUIDITY AND CAPITAL RESOURCES

The Company reported a working capital deficit of \$129,935 at December 31, 2020 and cash of \$143,602. Current liabilities as at December 31, 2020 consisted of accounts payable and accrued liabilities of \$27,011.

During the period from inception on January 1, 2020 to April 19, 2021, the Company:

On August 27, 2020, the Company completed its initial public offering of 4,600,000 units at a price of \$0.10 per unit for gross proceeds of \$460,000. Each unit consists of one common share and one transferable common share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one common share of the Company at an exercise price of \$0.15 per share at any time prior to August 27, 2022.

In connection to the initial public offering, the Company paid share issuance costs of \$48,000, corporate finance fees of \$30,000 cash (of which \$10,000 was paid in 2019), 100,000 in common shares (valued at \$10,000), and 460,000 broker’s warrants (valued at \$24,320) exercisable at a price of \$0.10 per share, on or before August 27, 2022.

On December 30, 2020, the Company issued 200,000 common shares pursuant to exercise of options for gross proceeds of \$20,000, and accordingly, the Company reallocated \$5,636 of reserves to share capital.

On February 23, 2021, the Company issued 250,000 common shares pursuant to acquisition of Lac Saint Simon lithium project.

On March 19, 2021, the Company closed the non-brokered private placement of 4,180,000 units at a price of \$0.12 per unit for aggregate gross proceeds of \$501,600. Each Unit is comprised of one common share and one transferable share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share exercisable at a price of \$0.20 until March 19, 2023. In connection of the private placement, the Company paid finders’ fees of \$31,200 and 260,000 finder’s warrants. Finder’s warrants entitle the finder to purchase one common share in the Company exercisable at a price of \$0.20 until March 19, 2023.

The Company has limited working capital to continue administrative operations and development of its exploration asset and may continue to have capital requirements in excess of its currently available resources. The Company intends to raise additional financing either privately or through a public financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

## RELATED PARTY TRANSACTIONS

The Company has paid rent of \$1,200 and office expenses 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 \$30,000 (2019: \$15,000) for management services to December 31, 2020.

The Company has paid \$7,500 (2019: \$4,500) to a former director and senior officer for accounting services for the year December 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 \$22,544 (2019: \$Nil).

## FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

## OUTSTANDING SECURITIES AT APRIL 19, 2021

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 17,530,001 Common Shares

### Options:

<b>Number</b>	<b>Exercisable</b>	<b>Exercise Price</b>	<b>Expiry date</b>
630,000	630,000	\$0.16	January 29, 2023
600,000	600,000	\$0.10	February 24, 2023
80,000	80,000	\$0.16	March 2, 2023

### Warrants:

<b>Number</b>	<b>Exercise Price</b>	<b>Expiry date</b>
4,600,000	\$0.15	August 27, 2022
460,000	\$0.10	August 27, 2022
4,180,000	\$0.20	March 19, 2023
260,000	\$0.20	March 19, 2023

## **RISKS AND UNCERTAINTIES**

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical. The Company has no producing properties, no significant source of operating cash flow and consequently no sales or revenue from operations. The Company has either not yet determined whether its mineral properties contain mineral reserves that are economically recoverable or where reserves have been determined, mining operations have not yet commenced. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

The property interests in whom the Company has an option to earn an interest are in the exploration stages only, are without and may not result in any discoveries of commercial mineralization, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines, the result being the Company will be forced to look for other exploration projects. The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters.

*Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).*

## **CHANGE IN MANAGEMENT**

On October 27, 2020, Nancy Kawazoe has resigned as Chief Financial Officer, Director and Corporate Secretary of the Company. The Company appointed Leon Ho as its new Chief Financial Officer, effective immediately.

On December 31, 2020, Mr. Gray Musil has resigned as Chief Executive Officer, President, and Director of the Company. The Company appointed Mr. Steven Feldman as Chief Executive Officer and Director and Mr. William Rascan as a Director, effective immediately.

On March 2, 2021, Twilia Jenson resigned from the Board of Directors, effective immediately.

**Schedule “C”  
Buck Gold Financial Statements**

(see attached)



**BUCK GOLD INC.**

(An Exploration Stage Company)

**FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021  
TO MAY 31, 2021**

(Expressed in Canadian Dollars)

UNIT 114B – 8988 FRASERTON COURT  
BURNABY, BC V5J 5H8

T: 604.239.0868  
F: 604.239.0866



A CHAN AND COMPANY LLP  
CHARTERED PROFESSIONAL ACCOUNTANT

## INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of:  
Buck Gold Inc.**

### **Opinion**

We have audited the financial statements of Buck Gold Corp. (the "Company"), which comprise the statement of financial position as at May 31, 2021, and the statement of net and comprehensive loss, statement of cash flows and statement of changes in shareholders' equity for the period from the incorporation date on February 18, 2021 to May 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021, and its financial performance and its cash flow for the period from the incorporation date on February 18, 2021 to May 31, 2021 in accordance with International Financial Reporting Standards (IFRSs).

### **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 audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Material Uncertainty Related to Going Concern**

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net comprehensive loss of \$26 during the period from the incorporation date on February 18, 2021 to May 31, 2021 and, as of that date, the Company had not yet achieved profitable operations, had accumulated losses of \$26 since its inception, and expects to incur further losses in the development of its business. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **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 IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

The engagement practitioner on the audit resulting in this independent auditor's report is Anthony Chan, CPA, CA.

***"A Chan & Company LLP"***  
Chartered Professional Accountant

Unit# 114B (2nd floor) – 8988 Fraserton Court  
Burnaby, BC, Canada V5J 5H8

July 13, 2021

**BUCK GOLD INC.**  
**STATEMENT OF FINANCIAL POSITION**  
**(Expressed in Canadian Dollars)**

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	Note	May 31, 2021 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash		35,724
		35,724
<b>Non-current assets</b>		
Exploration and evaluation assets	4	289,250
Total assets		324,974
<b>Shareholders' Equity</b>		
Share capital	5	325,000
Deficit		(26)
		324,974
Total shareholders' equity		324,974

Nature of operations and going concern (Note 1)

These financial statements were approved and authorized for issue by the Board of Directors on July 13, 2021 and are signed on its behalf by:

                  /s/ "Ryan Kalt"                   Director

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

**BUCK GOLD INC.**  
**STATEMENT OF NET AND COMPREHENSIVE LOSS**  
**(Expressed in Canadian Dollars)**

---

	<b>Period from February 18, 2021 to May 31, 2021</b>
<b>Note</b>	<b>\$</b>
<b>Expenses</b>	
Bank charges	26
<b>Net and comprehensive loss</b>	<b>(26)</b>
<b>Loss per common share, basic and diluted</b>	<b>0.00</b>
<b>Weighted average number of common shares outstanding</b>	<b>3,250,000</b>

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

**BUCK GOLD INC.****STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY****(Expressed in Canadian Dollars)**

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	<b>Number of Shares</b>	<b>Share Capital</b> <b>\$</b>	<b>Deficit</b> <b>\$</b>	<b>Total</b> <b>\$</b>
Incorporation, February 18, 2021	-	-	-	-
Shares issued for cash	3,250,000	325,000	-	325,000
Net and comprehensive loss	-	-	(26)	(26)
Balance, May 31, 2021	3,250,000	325,000	(26)	324,974

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

**BUCK GOLD INC.**  
**STATEMENT OF CASH FLOWS**  
**(Expressed in Canadian Dollars)**

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	<b>Period from February 18, 2021 to May 31, 2021</b>
	<b>\$</b>
<b>Operating activities</b>	
Net loss	(26)
Cash used in operating activities	(26)
<b>Investing activities</b>	
Expenditures on exploration and evaluation assets	(289,250)
Cash used in investing activities	(289,250)
<b>Financing activities</b>	
Proceeds from share issuances	325,000
Cash provided by financing activities	325,000
<b>Increase in cash</b>	<b>35,274</b>
<b>Cash, beginning of period</b>	<b>-</b>
<b>Cash, end of period</b>	<b>35,274</b>
<b>Supplemental information</b>	
Interest paid	-
Income taxes paid	-

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

# **BUCK GOLD INC.**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021**

**TO MAY 31, 2021**

**(Expressed in Canadian Dollars)**

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### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Buck Gold Inc. (the “Company”) was incorporated on February 18, 2021 under the laws of British Columbia. The Company’s principal business activities include the acquisition and exploration of mineral property assets in Canada. The address of the Company’s corporate office and its principal place of business is Suite 810 - 789 West Pender Street, Vancouver, British Columbia, Canada.

As at May 31, 2021, the Company had not yet determined whether the Company’s mineral property assets contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the properties or realizing proceeds from their disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had a loss of \$26 for the period ended May 31, 2021 and, as of that date, the Company had an accumulated deficit of \$26, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

The outbreak and spread of a novel coronavirus (COVID-19), declared a pandemic by the World Health Organization, has already had significant human, political, and economic consequences around the world. The coronavirus is still evolving, and its full impact remains to be determined. However, its wide-ranging effects include financial market volatility, interest rate cuts, disrupted movement of people and goods, and diminished consumer confidence. The effects of the coronavirus may be difficult to assess or predict with meaningful precision both generally and as an industry or issuer-specific basis. This is an uncertain issue where actual effects will depend on many factors beyond the control and knowledge of the Company.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **a) Statement of Compliance**

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

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on July 13, 2021.



# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### b) Basis of Presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

#### c) Use of Estimates

The preparation of these financial statements, in compliance with IFRS, requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. Significant areas requiring the use of management estimates and judgements are described in Note 3.

#### d) Cash

Cash includes cash on hand with financial institutions.

#### e) Exploration and Evaluation Assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized and classified as intangible assets. Upon commencement of commercial production, the related accumulated costs are amortized to income using the unit of production method over estimated recoverable ore reserves. Management periodically assesses carrying values of non-producing properties for impairment and if management determines that the carrying values cannot be recovered or the carrying values are related to properties that have lapsed, the unrecoverable amounts are expensed.

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the existence of economically recoverable ore reserves and the ability to obtain the necessary financing to complete the development of such ore reserves and the success of future operations. The Company has not yet determined whether any of its mineral properties contains economically recoverable reserves. Amounts capitalized as exploration and evaluation assets represent costs incurred to date, less write-downs and recoveries, and does not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are reflected as a reduction of the cost of the property. If sale proceeds exceed costs, the excess is reported as a gain.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### f) Impairment of Non-Financial Assets

Impairment of exploration and evaluation assets is generally considered to have occurred if one of the following factors are present: the rights to explore have expired or are near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or by sale.

The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Value in use is determined using discounted estimated future cash flows of the relevant asset. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are cash-generating units.

The Company evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

#### g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### *Financial assets – Classification*

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss), and
- Those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

##### *Fair value hierarchy*

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs for the asset or liability that are not based upon observable market data.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### g) Financial Instruments (continued)

Cash is carried at fair value using a level 1 fair value measurement. The carrying value of trade and other payables approximate their fair values because of the short-term nature of the instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

#### *Financial assets – Measurement*

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through OCI (“FVOCI”): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Financial liabilities*

The Company classifies its financial liabilities into the following categories:

- Financial liabilities at FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value change to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Company has classified its trade and other payables at amortized cost. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

#### **h) Provisions**

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. At each financial position reporting date presented the Company has not incurred any decommissioning costs related to the exploration and evaluation of its mineral properties and accordingly no provision has been recorded for such site reclamation or abandonment.

#### **i) Deferred Income Taxes**

The Company utilizes the asset and liability method of accounting for income taxes. Under this method, deferred income taxes and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying value and the tax bases of the deferred tax assets and liabilities and are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recognized to the extent that it is probable the asset will be realized.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### i) Deferred Income Taxes (continued)

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent it is probable that future taxable profit will allow the deferred tax asset to be recovered.

#### j) Share Capital

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

The proceeds from the issue of units are allocated between common shares and share purchase warrants based on the residual value method. The fair value of common shares is based on the market closing price on the date the units are issued. Equity instruments issued to agents as financing costs are measured at their fair value at the date of grant. 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.

#### k) Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing the net income (loss) applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted income (loss) per common share is computed by dividing the net income (loss) applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. This follows the treasury stock method in which the dilutive effect on loss per share is recognized based on the proceeds that could be obtained from the exercise of options, warrants, and similar instruments. It assumes the proceeds would be used to purchase common shares at the average market price during the year.

#### n) Adoption of New and Revised Standards and Interpretations

A number of new or amended accounting standards were scheduled for mandatory adoption on or after January 1, 2021. The Company has not early adopted these new standards in preparing these financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.

# **BUCK GOLD INC.**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021**

**TO MAY 31, 2021**

**(Expressed in Canadian Dollars)**

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### **3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

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

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

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

#### **i) Exploration and Evaluation Expenditures**

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting impairment, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

#### **ii) Title to Mineral Property Interests**

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

#### **iii) Income Taxes**

Significant judgment is required in determining the provision for income taxes and the recognition of deferred income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes that they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than any amount recognized as current or deferred taxes.

#### **iv) Going Concern**

As described in Note 1, management uses its judgement in determining whether the Company is able to continue as a going concern.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

### 4. EXPLORATION AND EVALUATION ASSETS

Total costs incurred on exploration and evaluation assets are summarized as follows:

	Buck \$	Total \$
<b>Acquisition costs</b>		
Balance, February 18, 2021	-	-
Cash payments	209,975	209,975
Balance, May 31, 2021	209,975	209,975
<b>Exploration and Evaluation costs</b>		
Balance, February 18, 2021	-	-
Geological	79,275	79,275
Balance, May 31, 2021	79,275	79,275
Total costs, May 31, 2021	289,250	289,250

#### a) Five Point Gold Project (British Columbia)

The Company is presently focused on the advancement and exploration of its district-scale Five Point Gold Project (“**Five Point**”), situated near Houston, British Columbia, Canada. The project is viewed by the Company as having precious and base metal potential.

The Five Point Gold Project is contiguous to the Buck Project being advanced by Sun Summit Minerals Corp. (“**Sun Summit**”). Sun Summit is publicly listed and trades on the TSX Venture Exchange under the symbol SMN.

During May 2021, the Company completed certain exploration work at Five Point by way of a helicopter-borne magnetic survey covering 14,790 hectares utilizing 805 line-kilometres flown, as well as 3-D inversion modelling of a portion of that geophysical airborne survey.

On March 23, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 15 mining claims located in BC from a company beneficially owned by the director for consideration of \$43,511, the sum of which reflected fees paid to the Government of British Columbia.

On February 20, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 5 mining claims located in BC from a company beneficially owned by the director for consideration of \$12,690, the sum of which reflected fees paid to the Government of British Columbia.

On February 19, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 58 mining claims located in British Columbia from a company beneficially owned by the director for consideration of \$153,774, the sum of which reflected fees paid to the Government of British Columbia.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 5. SHARE CAPITAL

#### a) Common Shares

The Company is authorized to issue an unlimited number of common shares without par value.

The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

On February 18, 2021, the Company conducted a common share equity financing (on a private placement basis) in the amount of \$325,000 by way of 3,250,000 common shares at an offering price of \$0.10 per common share (the "Common Share Financing"). The Common Share Financing was fully subscribed to by a director of the Company.

### 6. RELATED PARTY TRANSACTIONS

All related party transactions are recorded at the exchange amount which is the amount agreed to by the Company and the related party.

#### a) Acquisition of Five Point

The vending entity of the interests acquired as described in Note 4(a) is a company beneficially owned by a director of the Company.

The holder of the gross royalties on Five Point is a director and shareholder of the Company.

### 7. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

#### *Fair values*

The Company's financial instruments include cash. The fair value of these financial instruments approximates their carrying values due to the relative short-term maturity of these instruments.

The following table summarizes information regarding the carrying and fair values of the Company's financial instruments:

	May 31, 2021	
	Fair Value	Carrying Value
	\$	\$
FVTPL assets (i)	35,724	35,724
Financial liabilities		
At amortized cost (ii)	2,100	2,100

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(i) Cash  
(ii) Accounts payable and accrued liabilities



# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

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### 7. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (CONTINUED)

#### *Fair values (continued)*

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

As at May 31, 2021	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	35,724	-	-	35,724

The Company believes the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates.

#### *Credit risk*

Credit risk is the risk of an unexpected loss associated with a counterparty's inability to fulfill its contractual obligations. Management evaluates credit risk on an ongoing basis and monitors activities related to amounts and other receivable including the amounts of counterparty concentrations. The primary sources of credit risk for the Company arise from its financial assets consisting of cash. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risk, the Company only holds its cash with high credit chartered Canadian financial institutions. As at May 31, 2021, the Company has no financial assets that are past due or impaired due to credit risk defaults.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company has a working capital of \$35,724 as at May 31, 2021 and requires additional financing for operations. The Company handles its liquidity risk through the management of its capital structure as described in Note 8.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is not exposed to significant interest rate risk as the Company has no variable interest bearing debt. The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in gold and metal prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

# **BUCK GOLD INC.**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021**

**TO MAY 31, 2021**

**(Expressed in Canadian Dollars)**

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### **7. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (CONTINUED)**

#### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars and all current exploration occurs within Canada. In management's opinion there is no significant foreign exchange risk to the Company.

### **8. CAPITAL MANAGEMENT**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can support continued development of its exploration and evaluation assets, pursue the acquisition and exploration of other mineral interests, and to maintain a flexible capital structure for its projects for the benefit of its shareholders and other stakeholders. The Company is not exposed to externally imposed capital requirements.

The Company considers items included in Equity to be capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities, option its properties for cash from optionees, enter into joint venture arrangements, return capital to its shareholders or adjust the amount of cash.

# BUCK GOLD INC.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD FROM DATE OF INCORPORATION ON FEBRUARY 18, 2021

TO MAY 31, 2021

(Expressed in Canadian Dollars)

### 9. INCOME TAX

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

	2021
	\$
Loss before income taxes	(26)
Expected income tax recovery	7
Unrecognized tax benefits	(7)
Total income tax recovery	-

The significant components of the Company's deferred income tax assets that have not been included on the statement of financial position are as follows:

	2021
	\$
Deferred income tax assets:	
Non-capital loss carry-forwards	7
	7
Deferred tax assets not recognized	(7)
Net deferred tax assets	-

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

	Expiry Date Range
Temporary Differences	
Non-capital losses available for future period (Canada)	2041

### 10. SUBSEQUENT EVENT

On June 15, 2021, the Company's shareholder agreed to an equity transaction pursuant to a share purchase agreement whereby 79 Resources Ltd. ("79 Resources"), a publicly traded company listed on the Canadian Securities Exchange (the "CSE") under the symbol SNR, would acquire all of the outstanding common shares of the Company in exchange for 80 million common shares of 79 Resources (the "Proposed Takeover"). The Proposed Takeover is subject to various terms and conditions, including customary conditions regarding approval by regulators, the CSE and shareholders of 79 Resources.

**Schedule “D”  
Buck Gold MD&A**

(see attached)

# **BUCK GOLD INC.**

## **MANAGEMENT DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED MAY 31, 2021**

### **INTRODUCTION**

This Management Discussion and Analysis (“**MD&A**”) provides a detailed analysis of the business of Buck Gold Inc. (the “**Company**” or “**Buck Gold**”) and describes its financial results for the period from the date of incorporation on February 18, 2021 to May 31, 2021. The MD&A should be read in conjunction with the audited financial statements of the Company for the period from the date of incorporation on February 18, 2021 to May 31, 2021 and related notes, which have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”). The Company’s reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. This MD&A is dated July 13, 2021.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable.

### **FORWARD LOOKING STATEMENTS**

In making and providing the forward-looking information included in this MD&A the Company’s assumptions may include among other things: (i) assumptions about the price of metals, and in particular, gold; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (see also “Risks and Uncertainties”) contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company’s control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

**COMPANY OVERVIEW**

Buck Gold was incorporated on February 18, 2021 under the laws of British Columbia. The Company's principal business activities include the acquisition and exploration of mineral property assets in Canada. The address of the Company's corporate office and its principal place of business is Suite 810 - 789 West Pender Street, Vancouver, British Columbia, Canada.

As at May 31, 2021, the Company had not yet determined whether the Company's mineral property asset contains mineral reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

**EXPLORATION AND EVALUATION ASSETS**

Exploration and evaluation assets comprise the following accumulated expenditures:

	<b>Buck</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>
<b>Balance at February 18, 2021 (date of incorporation)</b>	-	-
Acquisition costs	209,975	209,975
Exploration costs		
Geological	79,275	79,275
<b>Balance at May 31, 2021</b>	<b>289,250</b>	<b>289,250</b>

**Five Point Gold Project (British Columbia)**

The Company owns a 100% interest in certain mineral licenses located in British Columbia, Canada which together comprise the Five Point Gold Project ("**Five Point**"). The project is viewed by the Company as having precious and base metal potential.

The Five Point is contiguous to the Buck Project being advanced by Sun Summit Minerals Corp. ("Sun Summit"). Sun Summit is publicly listed and trades on the TSX Venture Exchange under the symbol SMN.

During May 2021, the Company completed certain exploration work at Five Point by way of a helicopter-borne magnetic survey covering 14,790 hectares utilizing 805 line-kilometres flown, as well as 3-D inversion modelling of a portion of that geophysical airborne survey.

On March 23, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 15 mining claims located in BC from a company beneficially owned by the director for consideration of \$43,511, the sum of which reflected fees paid to the Government of British Columbia.

On February 20, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 5 mining claims located in BC from a company beneficially owned by the director for consideration of \$12,690, the sum of which reflected fees paid to the Government of British Columbia.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

On February 19, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a director of the Company, in 58 mining claims located in British Columbia from a company beneficially owned by the director for consideration of \$153,774, the sum of which reflected fees paid to the Government of British Columbia.

**RESULTS OF OPERATIONS**

The following discussion explains the variations in the key components of the Company's operating results but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. For details on the results of work on and other activities in connection with the Company's exploration and evaluation assets, see "Exploration and Evaluation Assets".

***Results for the period from the date of incorporation on February 18, 2021 to May 31, 2021***

The Company incurred a net loss of \$26 for the period ended May 31, 2021 with all the expenses being associated to bank fees. The Company was incorporated on February 18, 2021 and therefore has no comparative prior year information.

***Summary of Financial Results***

	<b>May 31, 2021</b>
Total revenue	\$ Nil
Net loss	(26)
Net loss per share	(0.00)
Exploration and evaluation assets	289,250
Total assets	324,974
Total liabilities	-
Shareholders' equity	324,974

**CAPITAL RESOURCES AND LIQUIDITY**

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter challenges sourcing future financing given economic conditions, capital market conditions and risks associated with the Company and its properties. The junior resource industry in which the Company operates is high-risk in nature and speculative thereby limiting the number of potential investors which may find the Company suitable for investment. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful in sourcing future financings and investors are appropriately cautioned as to same.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

As of May 31, 2021, the Company had working capital of \$35,724.

On February 18, 2021, the Company conducted a common share equity financing (on a private placement basis) in the amount of \$325,000 by way of 3,250,000 common shares at an offering price of \$0.10 per common share (the "Common Share Financing"). The Common Share Financing was fully subscribed to by a director of the Company.

**RELATED PARTY BALANCES AND TRANSACTIONS**

The vending entity of the interests acquired as described in "Exploration and Evaluation Assets" is a company beneficially owned by a director of the Company. The holder of the gross royalties on Five Point is a director and shareholder of the Company.

**FINANCIAL INSTRUMENTS AND FINANCIAL RISK**

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at May 31, 2021 because of the short-term nature of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable and accrued liabilities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible. The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

(iii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to any significant credit risk.

(iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period, generally carrying net 30 terms. As at May 31, 2021, the Company had working capital of \$35,724; therefore, it is not exposed to any significant liquidity risk.



**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

**OUTSTANDING SHARE DATA**

As of the date of this MD&A, the Company had 3,250,000 common shares issued.

**RISKS AND UNCERTAINTIES**

All of the below factors, and other factors not detailed herein, may impact the viability of Company, including its current and future projects, and include listed and additional factors which are not possible to predict with certainty. The Company is exposed to both foreign and domestic risks.

The Company is exposed to a large multitude of risks and uncertainties, which include, among other factors not herein listed, the following:

*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 Company's projects are at an early stage of development. The Company has not defined any economic ore bodies since inception. There is no assurance that the Company's mineral exploration and development activities or projects will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability and viability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by numerous unforeseeable factors.

The business of exploration for minerals and mining involves a high degree of risk and frequently results in the loss of capital. Whether a mineral deposit can be commercially viable depends upon numerous factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable and/or producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through exploration and drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that any regulatory authority having jurisdiction over the Company will, to the extent applicable, approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

*Financial Capability and Additional Financing*

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and/or development of its projects or for working capital purposes. There can be no assurance that it will be able to obtain adequate financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

*Mining Titles*

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining tenure, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims would, in the absence of any permitted cash deposits in lieu of, be expected to result in the loss of such tenure.

*Management*

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

*Conflicts of Interest*

The director and officer of the Company is, and is expected to continue to be, involved in the mining and mineral exploration industry through his direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company and/or which may otherwise be adverse in interest. It is understood and accepted by the Company that the director and officer of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of the director and officer may conflict with the interests of the Company. Director and officer of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

*Dilution*

If the Company is successful in raising additional funds through the sale of equity securities, shareholders will have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may also result in dilution to the Company's shareholders. The Company intends to issue additional equity in the future.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

*History of Losses and No Assurance of Profitable Operations*

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

*Uninsurable Risks*

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

*Environmental and Safety Regulations and Risks*

Environmental laws and regulations may adversely affect the operations of the Company. 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. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company 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 non-compliance with environmental laws or regulations.

*Reliance on Exploration Service Companies*

The Company relies significantly on the utilization of third-party exploration service providers. The availability of services from and/or personnel of such providers, as well as pricing changes related thereto, may have a material impact on the Company.

*Title Assertions*

The Company operates in Canada where various and/or conflicting First Nations title assertions that may impact the operations of the Company and/or its interests.

*Civil Unrest*

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company's operations and/or interests.

*Government Policy Concerning Climate*

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

*Fluctuating Commodity Prices*

The Company's revenues, should any result, are expected to be in large part derived from the sale of commodities which are set in large part in world markets. The prices of commodities, and in particular spot prices related to gold and other precious metals, have fluctuated widely in recent years and are affected by factors beyond the control of the Company which may include, but not be limited to, economic and political trends, pandemics, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company project, and include factors which are not possible to predict with certainty.

*Competitive Conditions*

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate and explore projects held by the Company; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals and minerals, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or source the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other private or publicly held mining companies for these mineral deposits could have a material adverse effect on the Company's results.

*Price Volatility of Publicly Traded Securities*

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly junior mining exploration 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. While the Company is not presently listed for trade on an exchange, any future quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flow, or exploration success. In addition to risks relating to the Company, any share equity positions that may be held by the Company, now or in the future, are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

*Inadequate Infrastructure May Affect the Company's Operations*

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

*COVID-19*

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time, it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well

**BUCK GOLD INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED MAY 31, 2021**

as its ability to raise financing. The Company is additionally monitoring forward-moving variants associated with COVID-19, the impact of which on the Company's operation cannot be determined at this time.

**OFF BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

**PROPOSED TRANSACTIONS**

On June 15, 2021, the Company's shareholder agreed to an equity transaction pursuant to a share purchase agreement whereby 79 Resources Ltd. ("79 Resources"), a publicly traded company listed on the Canadian Securities Exchange (the "CSE") under the symbol SNR, would acquire all of the outstanding common shares of the Company in exchange for 80 million common shares of 79 Resources (the "Proposed Takeover"). The Proposed Takeover is subject to various terms and conditions, including customary conditions regarding approval by regulators, the CSE and shareholders of 79 Resources.

**NEW ACCOUNTING POLICIES AND PRONOUNCEMENTS**

Please refer to the Company's audited financial statements for the period from the date of incorporation on February 18, 2021 to May 31, 2021 and related notes for new accounting policies as well as future accounting pronouncements.

**Schedule "E"**  
**Statement of Executive Compensation**

The following information is presented in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (“**Form 51-102F6V**”) and provides details of all compensation for each of the named executive officers or “**NEOs**”, as defined in Form 51-102F6V, and directors of the Company for the period from incorporation on April 17, 2019 to December 31, 2020. All capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Listing Statement to which this Schedule “D” is attached.

During the period from incorporation on April 17, 2019 to December 31, 2020, the Company had four NEOs: Gary Musil, former Chief Executive Officer (“**CEO**”) and Nancy Kawazoe, former Chief Financial Officer (“**CFO**”), Steven Feldman, current CEO, and Leon Ho, current CFO.

There is no compensation structure in place at this time. In the future, the board of directors (the “**Board**”) may consider a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors will include the long-term interests of the Company and its shareholders, overall financial and operating performance of the Company and the Board’s assessment of each Officer’s individual performance, contribution towards meeting corporate objectives, responsibilities, length of service and levels of compensation provided by industry competitors.

#### **Director and Named Executive Officer Compensation, excluding Compensation Securities**

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company excluding any compensation securities.

<i>Table of Compensation Excluding Compensation Securities</i>							
<b>Name and position</b>	<b>Year<sup>(1)</sup></b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Gary Musil <sup>(2)</sup> Former CEO and President	2020	Nil	Nil	Nil	Nil	\$41,272 <sup>(3)</sup>	41,272 <sup>(3)</sup>
	2019	Nil	Nil	Nil	Nil	\$15,000 <sup>(3)</sup>	\$15,000 <sup>(3)</sup>
Nancy Kawazoe, Former CFO and Corporate Secretary <sup>(4)</sup>	2020	Nil	Nil	Nil	Nil	\$10,318 <sup>(5)</sup>	10,318 <sup>(5)</sup>
	2019	Nil	Nil	Nil	Nil	\$4,500 <sup>(5)</sup>	\$4,500 <sup>(5)</sup>
James Place, Former Director <sup>(6)</sup>	2020	Nil	Nil	Nil	Nil	\$2,818	\$2,818
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Twila Jensen, Former Director <sup>(7)</sup>	2020	Nil	Nil	Nil	Nil	\$2,818	\$2,818
	2019	Nil	Nil	Nil	Nil	Nil	Nil
John Masters, Director <sup>(8)</sup>	2020	Nil	Nil	Nil	Nil	\$2,818	\$2,818
	2019	Nil	Nil	Nil	Nil	Nil	Nil

<b>Table of Compensation Excluding Compensation Securities</b>							
<b>Name and position</b>	<b>Year<sup>(1)</sup></b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
William Rascan, Director <sup>(9)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Steven Feldman, Director and CEO <sup>(10)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Leon Ho, CFO <sup>(11)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil

(1) Year ended December 31, 2019 and 2020

(2) Gary Musil was appointed a director of the Company on April 17, 2019 and resigned on March 2, 2021

(3) The Company paid this aggregate amount in fees to Musil G. Consulting Services Ltd., a private company controlled by Gary Musil, then the Company's CEO and President, pursuant to a consulting agreement

(4) Nancy Kawazoe was appointed a director of the Company on April 17, 2019 and resigned on March 2, 2021

(5) The Company accrued this amount to Ms. Kawazoe for accounting services

(6) James Place was appointed a director of the Company on April 17, 2019 and resigned on May 6, 2021

(7) Twila Jensen was appointed a director of the Company on April 17, 2019 and resigned on March 2, 2021

(8) John Masters was appointed a director of the Company on December 24, 2019

(9) William Rascan was appointed a director of the Company on December 23, 2020

(10) Steven Feldman was appointed a director of the Company on December 23, 2020

(11) Leon Ho was appointed as CFO of the Company on October 27, 2020

## **Stock Options and Other Compensation Securities**

The following table sets forth all compensation securities granted by the Company to each NEO and director of the Company.

<b>Table of Compensation Securities</b>							
<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price</b>	<b>Closing price of security or underlying security on date of grant</b>	<b>Closing price of security or underlying security at year end</b>	<b>Expiry Date</b>
Gray Musil	Stock options	400,000 (400,000/0.022 %)	February 24, 2020	\$0.10	N/A	\$0.16	February 24, 2023
Nancy Kawazoe	Stock options	100,000 (100,000/0005 %)	February 24, 2020	\$0.10	N/A	\$0.16	February 24, 2023
James Place	Stock options	100,000 (100,000/0005 %)	February 24, 2020	\$0.10	N/A	\$0.16	February 24, 2023



<i>Table of Compensation Securities</i>							
Twila Jensen	Stock options	100,000 (100,000/0005 %)	February 24, 2020	\$0.10	N/A	\$0.16	February 24, 2023

### **Exercise of Compensation Securities by Directors and NEOs**

On December 30, 2020, the Company issued 200,000 Shares pursuant to exercise of compensation stock options for gross proceeds of \$20,000, and accordingly, the Company reallocated \$5,636 of reserves to share capital.

### **Employment, Consulting and Management Agreements**

Management functions of the Company are not, to any substantial degree, performed other than by Directors or NEOs of the Company. There are no agreements or arrangements that provide for compensation to NEOs or Directors of the Company, or that provide for payments to a NEO or Director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or Director's responsibilities.

### **Oversight and Description of Director and NEO Compensation**

#### ***Compensation of Directors***

Compensation of Directors of the Company is reviewed annually and determined by the Board. The level of compensation for Directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for Directors.

#### ***Compensation of NEOs***

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

#### ***Elements of NEO Compensation***

The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEOs. The Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

#### **Pension Plan Benefits**

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

**Schedule "F"**  
**Pro-Forma Financial Statements**

(see attached)

**79 RESOURCES LTD.**

**Pro Forma Consolidated Financial Statements**

June 30, 2021

(Expressed in Canadian dollars)

(Unaudited)

**79 RESOURCES LTD.**

## PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at June 30, 2021

(Canadian dollars - Unaudited)

	<b>79 Resources Ltd. As at June 30, 2021</b>	<b>Buck Gold Inc. As at May 31, 2021</b>	<b>Pro forma adjustments</b>	<b>Note</b>	<b>Pro forma consolidated</b>
	\$	\$	\$		\$
<b>ASSETS</b>					
<b>Current</b>					
Cash	433,147	35,724	(200,000)	3(d)	268,871
Accounts receivable	11,589	-	-		11,589
<b>Total current assets</b>	<b>444,736</b>	<b>35,724</b>	<b>(200,000)</b>		<b>280,460</b>
Exploration and evaluation assets	-	289,250	-		289,250
<b>TOTAL ASSETS</b>	<b>444,736</b>	<b>324,974</b>	<b>(200,000)</b>		<b>569,710</b>
<b>LIABILITIES</b>					
<b>Current</b>					
Accounts payable and accruals	36,311	-	-		36,311
Due to related parties	1,050	-	-		1,050
<b>Total Liabilities</b>	<b>37,361</b>	<b>-</b>	<b>-</b>		<b>37,361</b>
<b>EQUITY</b>					
Share capital	1,030,017	325,000	(1,030,017)	3(a)	2,668,600
			2,103,600	3(a)	
			240,000	3(c)	
Reserves	168,278	-	(168,278)	3(a)	706,000
			99,000	3(b)	
			607,000	3(b)	
Deficit	(790,920)	(26)	790,920	3(a)	(2,842,251)
			(200,000)	3(d)	
			(2,642,225)	3(a)	
<b>Total equity</b>	<b>407,375</b>	<b>324,974</b>	<b>(200,000)</b>		<b>532,349</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>444,736</b>	<b>324,974</b>	<b>(200,000)</b>		<b>569,710</b>

*The accompanying notes are an integral part of these pro forma consolidated financial statements.*

## 79 RESOURCES LTD.

### NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2021

(Expressed in Canadian dollars - Unaudited)

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#### 1. PROPOSED TRANSACTION

79 Resources Ltd. ("79 Resources") was incorporated under the laws of the Province of British Columbia, Canada on April 17, 2019 and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company's registered office, corporate office and principal place of business is Suite 1240 – 1040 West Georgia Street, Vancouver, BC, V6E 4H1. 79 Resources is listed on the Canadian Securities Exchange ("CSE") and trades under the symbol "SNR".

Buck Gold Inc. ("Buck") was incorporated under the laws of the Province of British Columbia, Canada on February 18, 2021. Buck's principal activity is the acquisition and exploration of mineral properties in Canada. The address of Buck's corporate office and its principal place of business is Suite 810 – 789 West Pender Street, Vancouver, British Columbia, Canada.

On June 15, 2021, 79 Resources entered into a definitive share purchase agreement to acquire all of the outstanding common shares of Buck (the "Transaction"). To acquire a 100% interest in the securities of Buck, 79 Resources will issue 80,000,000 as consideration for 100% of the outstanding common shares of Buck which are currently held by Ryan Kalt ("Mr. Kalt"). The shares will be subject to customary escrow provisions imposed by the Canadian Securities Exchange (the "CSE"). The claims held by Buck Gold are subject to a 2% gross royalty in favour of Mr. Kalt. Upon the completion of the Transaction, Buck will become a wholly owned subsidiary of the Company (the "Resulting Issuer"), and Mr. Kalt will become a "control person" of the Company.

The Transaction is expected to constitute a Fundamental Change of the Company in accordance with the policies of the CSE, and as such is subject to certain CSE filings, shareholder approval (approved), CSE approval and other customary regulatory approvals (as applicable). Completion of the Transaction will result in a change of control, as that term is defined by the policies of the CSE, with Mr. Kalt holding, on a post-closing and direct basis, a total of 80 million common shares to be issued by 79 Resources pursuant to the Transaction.

Upon closing, 79 Resources has agreed to pay a finder's fee of 2,000,000 common shares in connection with the Transaction to an arm's-length party.

Upon completion of the Transaction, the 79 Resources will continue to carry on the business of Buck as currently constituted. The Transaction is an arm's length transaction and will constitute a reverse takeover ("RTO") of 79 Resources by Buck, pursuant to policies of the CSE. Following the completion of the Transaction, the Resulting Issuer will have 99,530,001 issued and outstanding shares.

#### 2. BASIS OF PRESENTATION

The unaudited pro forma consolidated financial statements of 79 Resources give effect to the Transaction as described above. In substance, the Transaction involves Buck shareholder obtaining control of 79 Resources. The unaudited pro forma consolidated financial statements give effect to the acquisition of the outstanding common shares of Buck by 79 Resources as a reverse takeover. In accordance with IFRS 3 – "Business Combinations", Buck does not constitute a business for accounting purposes. Buck is deemed to be the acquiring company and its assets, liabilities, equity and historical operating results are included at their historical carrying values. The net assets of 79 Resources will be recorded at fair value as at the Transaction date with any excess recorded as a listing expense. All of 79 Resources' deficit and other equity balances prior to the Transaction are eliminated.

The unaudited pro forma consolidated statements have been prepared for illustrative purposes by management to give effect to the Transaction as if it had been completed on June 30, 2021.

The unaudited pro forma consolidated financial information is intended, for illustrative purposes only, to reflect the financial position that will exist following the Transaction. Actual amounts recorded should the Transaction take place will likely differ from those recorded in the unaudited pro forma consolidated financial information. Any potential synergies that may be realized and integration costs that may be incurred upon consummation of the Transaction have been excluded from the unaudited pro forma consolidated financial information.

The unaudited pro forma consolidated statements have been prepared in accordance with 79 Resources' and Buck's accounting policies, as disclosed in 79 Resources' condensed interim financial statements for the period ended June 30, 2021, and Buck's audited financial statements for the period from the date of incorporation on February 18, 2021 to May 31, 2021. There are no material differences in accounting policies between 79 Resources and Buck. These unaudited pro forma consolidated financial statements are compiled from and include, and should be read in conjunction with the following:

- a. The unaudited condensed interim financial statements of 79 Resources as at and for the six month period ended June 30, 2021, and;
- b. The audited financial statements of Buck for the period from the date of incorporation on February 18, 2021 to May 31, 2021.

## 79 RESOURCES LTD.

### NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2021

(Expressed in Canadian dollars - Unaudited)

In the opinion of the management of 79 Resources and Buck, these unaudited pro forma consolidated financial statements include all adjustments necessary for the fair presentation, in all material respects, of the transactions described in Note 3. These unaudited pro forma consolidated financial statements do not reflect any cost savings that could result from the combination of the operations of 79 Resources and Buck, as management does not anticipate any material cost savings as a result of the Transaction.

The pro forma adjustments are based in part on estimates, including the fair values of the assets acquired and liabilities assumed, as applicable. For purposes of the unaudited pro forma consolidated statement of financial position, it is assumed that there are no tax consequences and no income tax effect is being recorded. Both entities have incurred losses since inception and, when combined, are not expected to generate profits in the immediate future, and therefore neither entity carries any deferred tax assets in its most recent financial statements. The pro forma effective income tax rate that will be applicable to the operations of the Resulting Issuer is 27%.

### 3. UNAUDITED PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

#### a) Consideration paid and fair value of net assets acquired

In accordance with the Transaction, 79 Resources will issue a total of 80,000,000 common shares to Ryan Kalt, the shareholder of Buck. As a result, the shareholder of Buck will acquire control of 79 Resources, thereby constituting a reverse takeover of 79 Resources. The Transaction is considered a purchase of 79 Resource's net assets by the Buck shareholder. The Transaction will be accounted for in accordance with guidance provided in IFRS 2, *Share-Based Payment* as 79 Resources did not qualify as a business according to the definition in IFRS 3, *Business Combinations*.

The transaction is recognized as if Buck had issued common shares to the existing 79 Resources shareholders before the Transaction in exchange for the net assets acquired. The fair value of the 17,530,001 common shares, and 2,000,000 finders common shares, of 79 Resources was determined to be \$0.12 per common share, based on the fair value at June 30, 2021 as determined by reference to the most recent trading price of 79 Resources shares. The fair value of the 1,280,000 stock options were valued at \$118,000 using the Black-Scholes option pricing model using the following weighted average assumptions (exercise price of \$0.146, a 152% volatility rate, a 0.44% risk free return, and a 1.71 year term). The fair value of the 9,500,000 warrants were valued at \$607,000 using the Black-Scholes option pricing model using the following weighted average assumptions (exercise price of \$0.17, a 141% volatility rate, a 0.44% risk free return, and a 1.42 year term).

The fair value of the net assets (liabilities) acquired from 79 Resources as at June 30, 2021 are:

<b>Consideration paid:</b>	
Fair value of 17,530,001 79 Resources shares (at \$0.12 per share)	\$ 2,103,600
Fair value of 1,280,000 79 Resources stock options	99,000
Fair value of 9,500,000 79 Resources warrants	607,000
Fair value of 2,000,000 79 Resources shares for finder's fees	240,000
<b>Total consideration paid</b>	<b>\$ 3,049,600</b>
<b>Identifiable net assets acquired:</b>	
Cash	\$ 433,147
Amounts receivable	11,589
Accounts payable and accrued liabilities	(36,311)
Due to related parties	(1,050)
<b>Net assets acquired</b>	<b>407,375</b>
<b>Unidentifiable assets acquired:</b>	
Share listing expense	<b>2,642,225</b>
<b>Total net identifiable assets and share listing costs</b>	<b>\$ 3,068,600</b>
Under RTO accounting, the net assets of 79 Resources are eliminated as follows:	
Share capital	\$ 1,030,017
Reserves	168,278
Deficit	(790,920)
	<b>\$ 407,375</b>

b) The fair value of 79 Resources replacement options and warrants on June 30, 2021 totalled \$99,000 and \$607,000 respectively.

## 79 RESOURCES LTD.

### NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2021

(Expressed in Canadian dollars - Unaudited)

- c) In connection with the Transaction, 79 Resources will issue 2,000,000 common shares as finders fees valued at \$0.12 per share for a total fair value of \$240,000.
- d) In connection with the Transaction, 79 Resources and Buck anticipate incurring expenses (regulatory fees, legal expenses, filing fees, etc.) of approximately \$200,000.

#### 4. PRO FORMA SHARE CAPITAL AND RESERVES

The number of common shares issued and outstanding after giving effect to the assumptions and pro forma adjustments discussed in Note 3 is as follows:

	<b>Number of common shares</b>	<b>Share Capital (\$)</b>	<b>Reserves (\$)</b>
Issued:			
Share capital of Buck as at May 31, 2021	3,250,000	325,000	-
Adjustments to record the Transaction:			
Shares acquired of legal parent, Buck	(3,250,000)	-	-
Share capital of 79 Resources as at June 30, 2021	17,530,001	1,030,017	168,278
Elimination of 79 Resources equity	-	(1,030,017)	(168,278)
Shares issued on RTO	80,000,000	2,103,600	-
Finder's shares	2,000,000	240,000	-
Fair value of 79 Resources options on acquisition	-	-	99,000
Fair value of 79 Resources warrants on acquisition	-	-	607,000
<b>Pro forma balance, June 30, 2021</b>	<b>99,530,001</b>	<b>2,668,600</b>	<b>706,000</b>

**Schedule “G”  
Share Purchase Agreement**  
(see attached)



## SHARE PURCHASE AGREEMENT

**THIS AGREEMENT** is made effective as of the 15<sup>th</sup> day of June, 2021

**AMONG:**

**79 RESOURCES LTD.**, a corporation duly incorporated under the laws of British Columbia and having an address of 1240-789 West Pender Street, Vancouver, British Columbia, V6C 1H2

(“**79 Resources**” or the “**Purchaser**”)

**AND**

**RYAN KALT**, an individual having an address of [REDACTED]

(“**Ryan Kalt**” or the “**Vendor**”)

**AND**

**BUCK GOLD INC.**, a corporation incorporated under the laws of British Columbia and having an address at 810-789 West Pender Street, Vancouver, British Columbia, V6C 1H2

(“**Buck Gold**”)

**WHEREAS:**

- (A) The Vendor is the sole shareholder of 100% of the issued and outstanding common shares (the “**Vendor Shares**”) of Buck Gold Inc. (“**Buck Gold**”), as further set forth in Schedule “A” attached hereto and forming part of this Agreement, with Buck Gold being a corporation duly incorporated under the laws of British Columbia and having an address of 810-789 West Pender Street, Vancouver, British Columbia, V6C 1H2; and
- (B) Buck Gold is the legal and beneficial owner of a 100% interest (subject to a two percent (2%) gross royalty) in certain mining claims (the “**Five Point Gold Project**” or “**Property**”), such Property being located near Houston, British Columbia, as further set forth in Schedule “B” attached hereto and forming part of this Agreement; and

- (C) The Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase from the Vendor, a one-hundred percent (100%) right, title and interest in and to all of the Vendor Shares pursuant to the terms and conditions of this Agreement.

**NOW THEREFORE**, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, the Parties covenant and agree as follows:

## **PART 1**

### **INTERPRETATION AND DEFINITIONS**

#### **Definitions**

1.1 In addition to defined terms elsewhere in this Agreement, the following words and phrases have the following meanings:

- (a) **“Agreement”** means this Share Purchase Agreement together with Schedule “A” and Schedule “B” and Schedule “C” incorporated herein;
- (b) **“Buck Gold”** has the meaning as set forth on the first page hereof;
- (c) **“Business Day”** means any day other than a Saturday, a Sunday or a statutory holiday in Vancouver, British Columbia, Canada;
- (d) **“Closing”** or **“Closing Date”** means the date as the Vendor and the Purchaser, acting reasonably and in a timely manner, may agree following Exchange (as defined below) approval and other approvals as may be necessary to conclude this transaction;
- (e) **“Conditions”** means the conditions precedent to the obligations of the Purchaser to provide the share consideration set out in section 3.2 of this Agreement, such conditions being subject to satisfaction as set out in this Agreement.
- (f) **“Exchange”** means the Canadian Securities Exchange, on which the securities of the Purchaser are publicly-traded;
- (g) **“GSR”** means an existing two percent (2%) gross sales royalty on the Property granted to and reserved for Ryan Kalt, pursuant to agreements dated February 19, 2021, February 20, 2021 and March 23, 2021, as collectively attached hereto as Schedule “C”;
- (h) **“Party”** means either the Vendor, Buck Gold or the Purchaser and their successors and permitted assigns and **“Parties”** means together, the Vendor, Buck Gold and the Purchaser and their successors and permitted assigns;
- (i) **“Property”** has the meaning set forth in Recital (A) hereto and for further clarity means the mining claims described in Schedule “B” and all other mining rights, licenses,

permits, easements, rights-of-way, certificates and other approvals, if any, applied for or obtained by the Vendor to the extent transferable or assignable before the Closing Date for the exploration and development of the Property;

- (j) “**Purchaser**” has the meaning set forth in the first page hereof;
- (k) “**Purchase and Sale**” has the meaning set forth in section 3.1;
- (l) “**Schedule A**” means the document attached hereto as Schedule “A” – Buck Gold Inc. Shareholder Registry;
- (m) “**Schedule B**” means the document attached hereto as Schedule “B” – Mining Claims Comprising the Property;
- (n) “**Schedule C**” means the agreement relating to the GSR, attached hereto as Schedule “C”;
- (o) “**Shares**” has the meaning set forth in section 3.2(a);
- (p) “**Vendor**” has the meaning set forth in the first page hereof.

## **Entire Agreement**

1.2 This Agreement and the attached Schedule “A” and Schedule “B”, along with any duly executed amendments to this Agreement, are hereinafter collectively referred to as this Agreement. This Agreement constitutes the entire agreement between the Parties and supersedes all previous negotiations, communications, agreements and undertakings relating to the subject matter herein. The Parties acknowledge that there are no agreements, undertakings, representations, warranties or conditions collateral to this Agreement except as specifically stated otherwise in this Agreement.

## **Interpretation**

1.3 For the purposes of this Agreement, except as otherwise expressly provided herein:

- (a) the words “**herein**”, “**hereof**”, and “**hereunder**” and other words of similar import refer to this Agreement as a whole and not to any particular Part, clause, subclause or other subdivision or to Schedule “A”, Schedule “B” or Schedule “C”;
- (b) a reference to a Part means a Part of this Agreement and the symbol § followed by a number or some combination of numbers and letters refers to the section, paragraph or subparagraph of this Agreement so designated;
- (c) the headings are for convenience only, do not form a part of this Agreement and are not intended to interpret, define or limit the scope, extent or intent of this Agreement or any of its provisions;

- (d) the word “**including**”, when following a general statement, term or matter, is not to be construed as limiting such general statement, term or matter to the specific items or matters set forth or to similar items or matters (whether or not qualified by non-limiting language such as “without limitation” or “but not limited to” or words of similar import) but rather as permitting the general statement or term to refer to all other items or matters that could reasonably fall within its possible scope;
- (e) where the phrase “**to the knowledge of**” or phrases of similar import are used in respect of the Parties, it will be a requirement that the Party in respect of whom the phrase is used will have made such due inquiries as is reasonably necessary to enable such Party to make the statement or disclosure;
- (f) a reference to currency means Canadian currency; and
- (g) words importing the masculine gender include the feminine or neuter, words in the singular include the plural, words importing a corporate entity include individuals, and vice versa.

## **PART 2**

### **REPRESENTATIONS AND WARRANTIES**

#### **Representations and Warranties by the Vendor and Buck Gold**

2.1 The Vendor represents and warrants to the Purchaser that, as of the date of this Agreement and on the Closing Date:

- (a) Upon execution and delivery of this Agreement by the Vendor and Buck Gold, this Agreement will constitute a legal, valid and binding obligation of the Vendor and Buck Gold enforceable against the Vendor and Buck Gold in accordance with its terms except that:
  - (i) enforceability may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights generally;
  - (ii) equitable remedies, including the remedies of specific performance and injunctive relief, are available only in the discretion of the applicable court;
  - (iii) a court may stay proceedings before them by virtue of equitable or statutory powers; and
  - (iv) rights of indemnity and contribution hereunder may be limited under applicable law;
- (b) neither the execution of this Agreement nor the consummation of the transactions contemplated hereby conflict with, result in a breach of or accelerate the performance required by any agreement to which the Vendor and Buck Gold is a party;

- (c) neither the execution of this Agreement nor the consummation of the transactions contemplated hereby, result in a breach of the laws of any applicable jurisdiction;
- (d) the Vendor is the legal, beneficial and registered owner of the shares of Buck Gold which holds and operates an undivided 100% legal and beneficial interest in the Property, free and clear of all encumbrances other than the GSR and those arising by operation of law, including but not limited to Crown royalties and obligatory mineral taxes, and no other person has any right or interest to acquire any interest in the Property;
- (e) no person has any right, privilege, option, warrant, or agreement, contingent or otherwise, or any of the foregoing capable of becoming any right, privilege, option, warrant, or agreement, to purchase or otherwise acquire, directly or indirectly, any of the shares of Buck Gold held by the Vendor or any interest or entitlement therein (other than as provided by this Agreement);
- (f) to the best knowledge of the Vendor and Buck Gold, the Property and Buck Gold are both in good standing under applicable law, with Buck Gold having no debt or trade payables and the Property is in good standing until the dates shown in Schedule "B", and all work required to be performed has been performed and all taxes, fees, expenditures and other payments in respect thereof have been paid or incurred and all filings in respect of BuckGold and the Property herein have been made as of the date hereof;
- (g) to the best knowledge of the Vendor, the Vendor has made available to the Purchaser all maps, assays, surveys, drill logs, samples, metallurgical, geological, geophysical, geochemical and engineering data within the reasonable control of the Vendor or Buck Gold in respect of the Property;
- (h) to the best knowledge of the Vendor and Buck Gold, there has been no act or omission by the Vendor or Buck Gold that could result by notice or lapse of time, or both, in the breach, termination, abandonment, forfeiture, relinquishment or other premature termination of the Property or the shares of Buck Gold, or any of the Vendor's or Buck Gold's rights with respect thereto;
- (i) to the best knowledge of the Vendor and Buck Gold, no proceedings have been instituted to invalidate or assert an adverse claim or challenge against or to the ownership of or title to the Property or the shares of Buck Gold;
- (j) neither the Vendor nor Buck Gold have any access or surface rights to the Property except such access rights of general application to holders of mining claims in British Columbia;
- (k) there are no actions, suits or proceedings outstanding, or, to the knowledge of the Vendor or Buck Gold, any pending or threatened, against or adversely affecting or which could adversely affect the Property, Buck Gold or the shares of Buck Gold before any federal, provincial, territorial, municipal or other governmental authority, court, department, commission, board bureau, agency or instrumentality;

- (l) to the best knowledge of the Vendor and Buck Gold, Buck Gold has conducted all activities on or with respect to the Property in compliance with all applicable laws, including environmental laws, and Buck Gold has not received notice of any breach of any such law;
- (m) no consent or approval of any third person, stock exchange or governmental authority is required for the execution, delivery or performance of this Agreement on the part of the Vendor or, on the part of the Vendor, the sale or transfer of the shares of Buck Gold;
- (n) Buck Gold's authorized capital consists of an unlimited number of Buck Gold shares, of which 3,250,000 common shares are validly issued and outstanding, all of which are held by the Vendor;
- (o) no person has any right, privilege, option, warrant or agreement, contingent or otherwise, or any of the foregoing capable of becoming any right, privilege, option, warrant or agreement, to purchase or otherwise acquire, directly or indirectly, any shares of Buck Gold from the treasury of Buck Gold;
- (p) Buck Gold is not a party to any unanimous shareholders agreement, escrow agreement, pooling agreement, voting trust or similar arrangements or obligations in respect of the shares of Buck Gold or any other securities of Buck Gold;
- (q) Buck Gold has no interest in the securities of any other entity;
- (r) Buck Gold has not guaranteed nor is it otherwise liable for the indemnification, assumption, endorsements or like commitment with respect to the debts, liabilities, or obligations (contingent or otherwise) of any other person;
- (s) Buck Gold is not a party to any contract other than as otherwise set out in this Agreement;
- (t) Buck Gold has no employees and is not a party to any consulting agreements;
- (u) all taxes owing by Buck Gold have been paid and all tax filings are current;
- (v) all books and records of Buck Gold are maintained in accordance with applicable stator requirements and complete and up to date in all material aspects.

## **Survival**

2.2 The Vendor and Buck Gold acknowledges that the Purchaser is relying on the representations and warranties contained in section 2.1 in entering into this Agreement and that such representation and warranties are continuing and survive the execution of this Agreement for a period of one (1) year.

## **Representations and Warranties by the Purchaser**

2.3 The Purchaser represents and warrants to the Vendor and Buck Gold that, as of the date of this Agreement and on the Closing Date:

- (a) it is a valid and subsisting corporation duly incorporated under the laws of its jurisdiction of incorporation and has full corporate power and authority to execute and deliver this Agreement and to observe and perform its covenants and obligations hereunder and has taken all necessary corporate proceedings and obtained all necessary approvals in respect thereof and, upon execution and delivery of this Agreement by it, this Agreement will constitute a legal, valid and binding obligation of the Purchaser enforceable against it in accordance with its terms except that:
  - (i) enforceability may be limited by bankruptcy, insolvency or other laws affecting creditors' rights generally;
  - (ii) equitable remedies, including the remedies of specific performance and injunctive relief, are available only in the discretion of the applicable court;
  - (iii) a court may stay proceedings before them by virtue of equitable or statutory powers; and
  - (iv) rights of indemnity and contribution hereunder may be limited under applicable law;
- (b) neither the execution of this Agreement nor the consummation of the transactions contemplated hereby conflict with, result in a breach of or accelerate the performance required by any agreement to which it is a party;
- (c) with respect to the issuance of the SNR Shares (as hereafter defined):
  - (i) all necessary corporate action has been taken or will be taken by the Purchaser to duly authorize the issuance of the SNR Shares (as hereafter defined) to the Vendor; and
  - (ii) all necessary corporate action has been taken or will have been taken by the Purchaser to conditionally allot for issuance the SNR Shares (as hereafter defined) to the Vendor, and when issued in accordance with the terms of this Agreement, will be validly issued as fully paid and non-assessable shares of the Purchaser and will have been issued to the Vendor in compliance with all applicable laws, including applicable securities laws; and
- (d) neither the execution of this Agreement nor the consummation of the transactions contemplated hereby, result in a breach of the laws of any applicable jurisdiction or its constating documents.

## Survival

2.4 The Purchaser acknowledges that each of the Vendor and Buck Gold are relying on the representations and warranties contained in section 2.3 in entering into this Agreement and that such representations and warranties are continuing and survive the execution of this Agreement for a period of one (1) year.

## Indemnity

2.5 Each Party will indemnify and save the other Party and its directors, officers, employees, agents, representatives, subcontractors, and affiliates harmless from all losses, damages, costs, and suits arising out of or in connection with any breach by that Party of any representation, warranty, covenant or agreement contained in this Agreement. This indemnity will survive the termination of this Agreement for a period of one (1) year.

## PART 3

### PURCHASE AND SALE

#### Purchase and Sale

3.1 The Vendor hereby agrees to sell and transfer to the Purchaser and the Purchaser hereby agrees to purchase from the Vendor, an undivided 100% legal and beneficial interest in all of the outstanding shares of Buck Gold, free and clear of all encumbrances, with the sole asset of Buck Gold being a 100% interest in the Property (subject to the GSR), in accordance with the terms of this Agreement (the “**Purchase and Sale**”).

#### Consideration

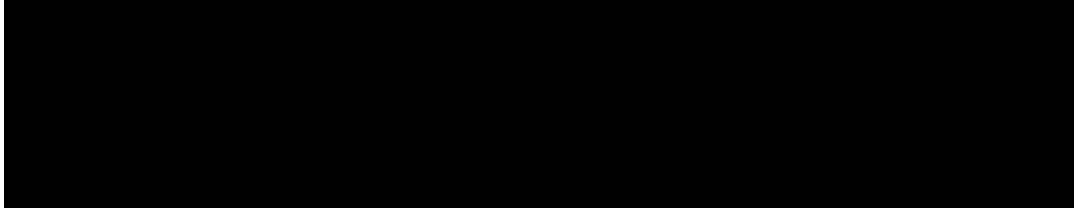
3.2 In consideration of the Purchase and Sale, the Purchaser shall pay to the Vendor and otherwise agree as follows:

- (a) 80,000,000 common shares of the Purchaser (the “**SNR Shares**”) forthwith after satisfaction of, and in accordance with, the Conditions herein. Such SNR Shares to be issued to the Vendor subject to:
  - (i) as of the date of written acceptance of this agreement by the Exchange, all representations and warranties of the Vendor and Buck Gold as set out in this Agreement will be true and correct; and
  - (ii) within 180 days of the date of this Agreement, written acceptance by the Exchange of this Agreement and the transactions contemplated herein and any other required approvals must have been obtained; and
  - (iii) the Vendor shall accept customary escrow provisions imposed by the Exchange commonly associated with a transaction contemplated herein; and
  - (iv) upon closing, the Vendor and Buck Gold shall direct to be delivered to the



Purchaser all constating documents, minute books, shares, bank accounts, and contemporaneously appoint directors and officers of Buck Gold, as so designated by the Purchaser, as well as deliver, if requested by the Purchaser, the resignations of one or all officers and directors of Buck Gold; and

(v) the Purchaser acknowledges that the Property is subject to an existing two percent gross sales royalty, as above described, and upon Closing, the Purchaser duly agrees to be bound by the GSR and covenants to perform and fulfill all duties and obligations related to the GSR; and



## **PART 4**

### **CLOSING AND FINDER'S FEE**

#### **Closing Date and Finder's Fee**

4.1 Closing of the Purchase and Sale shall take place at 10:00 a.m. Vancouver-time on the Closing Date, or at such other time and date as may be mutually agreed to by the Parties.

4.2 Upon and subject to Closing, each of the Vendor and Buck Gold acknowledge that a finder's fee equal to 2.5% of the SNR Shares to be issued under this Agreement, being for clarity 2,000,000 shares of the Purchaser, shall be paid to England Communications Ltd. (the "**Finders Fee Shares**"). The Parties agree that the Finders Fee Shares are to be issued by the Purchaser directly to the recipient of the Finders Fee Shares and shall not constitute part of nor deduct from the SNR Shares being received by the Vendor under the Purchase and Sale.

## **PART 5**

### **PUBLICITY**

5.1 No disclosure or announcement, public or otherwise, in respect of this Agreement or the transactions contemplated herein will be made by either Party hereto without the prior written agreement of the other Party as to timing, content and method, providing that the obligations herein will not prevent either Party from making, after consultation with the other Party, such disclosure as its counsel advises is required by applicable law or the rules and policies of the Exchange.

5.2 Unless and until the transactions contemplated in this Agreement will have been completed, except with the prior written consent of the other Party, each of the Parties and their respective employees, officers, directors, shareholders, agents, advisors and other

representatives will hold all information received from the other Party in strictest confidence, except such information and documents available to the public or as are required to be disclosed by applicable law.

## PART 6

### APPROVALS, CHANGE OF CONTROL AND EXCHANGE TRADING HALTS

6.1 The Parties acknowledge that the transaction contemplated by the Purchase and Sale pursuant to this Agreement is expected to constitute a “Fundamental Change” of 79 Resources, as defined in Policy 8 – *Fundamental Changes* (“**Policy 8**”)(as amended from time to time) of the Exchange. The Purchaser, Buck Gold and the Vendor agree to use reasonable commercial efforts to carryout such reasonable acts and deeds, as well as make any reasonable amendments to this Agreement and/or other related documentation, as may be necessary to complete the transactions contemplated under this Agreement. The Parties agree and acknowledge that completion of the Purchase and Sale contemplated by this Agreement is subject to Exchangeapproval (“**Exchange Approval**”), and if Exchange Approval is not received within one- hundred eighty (180) days of the date of this Agreement then either Party may terminate its obligations under this Agreement without liability or obligation to the other Party.

6.2 The Parties agree to undertake the following actions, including as guided by Exchange policy:

(i) The Purchaser shall prepare a disseminate a public news release pertaining to disclosure of the Agreement, any change of control (e.g. an RTO), and a description of the Property such description being set out by a Qualified Person (a “**QP**”) selected and remunerated by the Purchaser (the “**Announcement News Release**”), and the Purchaser shall use all commercially reasonable means to obtain both IIROC and Exchange consent for the Announcement News Release prior to its dissemination.

(ii) Upon the earlier of direction by the Exchange or Closing, the Vendor will either (a) confirm the good-standing status of a Personal Information Form (a “**PIF**”) with the Exchange, or (b) otherwise cause to be delivered to the Exchange a new or updated PIF, as circumstances require.

(iii) The Purchaser shall use its best efforts to obtain shareholder consent for the acquisition of the transaction contemplated herein and any potential resulting change of control, by letter of consent, or by a shareholders meeting to be held as soon as practical.

(iv) The Purchaser and the Vendor agree to work collaboratively and use all commercially reasonable means to deliver-up and satisfy any conditions imposed or set-out by the Exchange or ready any documents required by the Exchange or other regulatory entity, including the preparation of a 43-101 report, all of which as may hereafter be reasonably necessary to effectuate Closing.

- (v) Buck Gold will prepare such Financial Statements as may be requested by the Exchange, subject to applicable audit requirements.

## PART 7

### GENERAL AND MISCELLANEOUS

#### Notices

- 7.1(a) Any notice under this Agreement will be given in writing, by delivery in person to a named representative or by mail, facsimile or electronic transmission, properly addressed to the other Party at the address specified below.

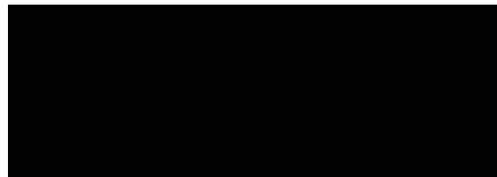
To the Purchaser: 1240 – 789 West Pender Street  
Vancouver, British Columbia V6C 1H2  
Facsimile: (604) 683-3995  
Email: [info@79resources.com](mailto:info@79resources.com)

Attention: Will Rascan, Director

With a copy to: Cassels Brock & Blackwell LLP  
2200-885 West Georgia Street  
Vancouver, BC V6C 3E8  
Email: [jdurno@cassels.com](mailto:jdurno@cassels.com)

Attention: Jeff Durno

To the Vendor



To Buck Gold 810-789 West Pender Street  
Vancouver, BC V6C 1H2  
Facsimile: (604) 687-3141  
Email: [info@buckgold.ca](mailto:info@buckgold.ca)

Attention: Director

A notice given will be deemed given only when received by the Party to whom such notice is directed; except that any notice given by facsimile or electronic transmission will be deemed received the day such notice is successfully faxed or transmitted if during business hours or on the next Business Day if faxed or transmitted after business hours, or three (3) Business Days after it is mailed, provided there is no postal disruption at the time. Either Party may change

their address for notice by providing the other Party with notice of such change in the manner set forth herein.

### **Expenses**

7.1 Each Party will be responsible for all of their own costs and charges incurred with respect to the transactions contemplated by this Agreement including, without limitation, all costs and charges incurred prior to the date of this Agreement and all legal and accounting fees and disbursements relating to the transactions contemplated herein.

### **Successors and Assigns**

7.2 This Agreement will be binding upon and enure to the benefit of the respective successors and permitted assigns of the Parties.

### **Amendments**

7.3 No amendments to this Agreement will be of any force and effect unless executed in writing by all the Parties.

### **Governing Law**

7.4 This Agreement will be construed in accordance with the laws of the Province of Alberta and the federal laws of Canada as applicable therein.

### **Further Assurances**

7.5 Each Party will execute and deliver such further agreements and other documents and do such further acts and things as the other Party reasonably requests to evidence, carry out or give full force and effect to the intent of this Agreement.

### **Severability**

7.6 If any provision of this Agreement is found invalid, illegal, or incapable of enforcement by any court of competent jurisdiction, such provision shall be deemed severed and the remaining provisions of this Agreement will continue to be valid and enforceable.

### **Counterparts**

7.7 This Agreement may be executed in as many counterparts as may be necessary and may be delivered by facsimile or electronically transmitted and each such counterpart will be deemed to be an original and such counterparts together will constitute one and the same instrument.

*[Signature page to follow]*

**IN WITNESS WHEREOF** the Parties have duly executed this Agreement as of the date first above written.

**79 RESOURCES LTD.**

Per:           *"Will Rascan"*            
WILL RASCAN  
DIRECTOR

          *"Ryan Kalt"*            
RYAN KALT

**BUCK GOLD INC.**

Per:           *"Ryan Kalt"*            
RYAN KALT  
DIRECTOR

**SCHEDULE "A"**

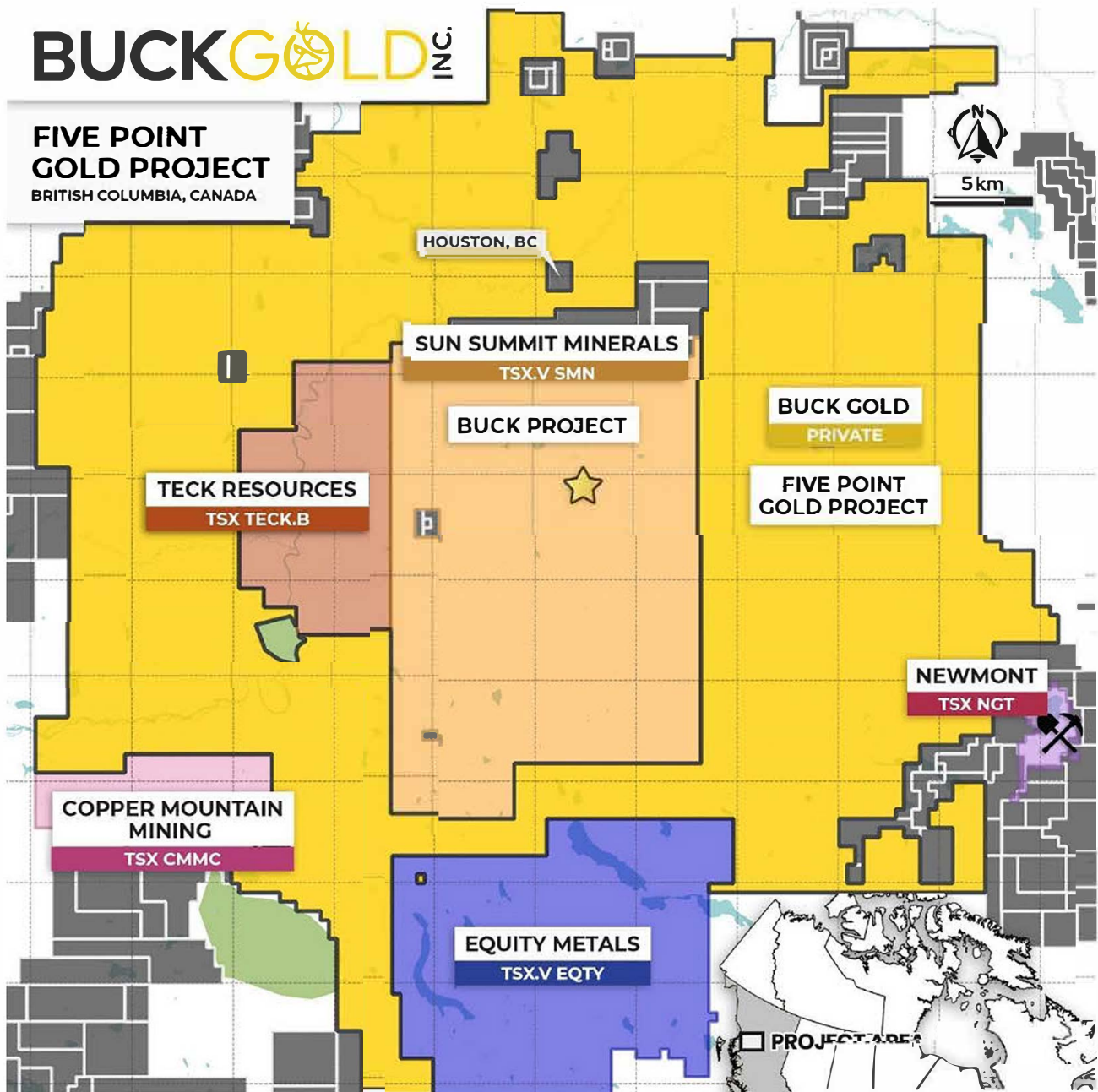
**Buck Gold Inc. Shareholder Registry**

<b>Shareholder</b>	<b>Number of Shares Held</b>
RYAN KALT	3,250,000

*[End of Schedule "A"]*

## SCHEDULE "B"

Mining Claims Comprising the Property



*[See next page for claim list]*

<b>Claim ID #</b>	<b>Claim Name</b>	<b>Good- Standing Date</b>	<b>Hectares</b>
1079209	EQTY I	20211019	1,442.78
1079210	EQTY II	20211019	1,005.34
1079211	EQTY III	20211019	18.95
1079212	EQTY IV	20211019	302.91
1079213	EQTY V	20211019	606.54
1079214	EQTY VI	20211019	378.63
1080377	BN1	20220105	1,844.22
1080378	BN2	20220105	1,882.11
1080379	S1	20220105	1,477.67
1080382	BN3	20220105	621.58
1080383	BN4	20220105	1,844.38
1080384	BN5	20220105	1,844.24
1080385	BN6	20220105	1,880.53
1080386	BN7	20220105	1,880.41
1080387	BN7	20220105	1,879.68
1080388	BN8	20220105	1,805.15
1080389	BN8	20220105	753.22
1080348	EQTY VII	20220105	1,742.65
1080349	EQTY VIII	20220105	1,817.53
1080350	EQTY IX	20220105	1,812.18
1080351	EQTY X	20220105	1,884.38
1080352	EQTY XI	20220105	1,815.00
1080353	EQTY XII	20220105	1,892.51
1080354	EQTY XIII	20220105	1,852.99
1080355	EQTY XIV	20220105	1,884.41
1080356	EQTY XV	20220105	1,883.30
1080357	EQTY XVI	20220105	1,882.24
1080358	EQTY XVII	20220105	1,166.38
1080359	EQTY XVIII	20220105	526.69
1080360	EQTY XIX	20220105	1,829.23
1080361	BE1	20220105	1,869.31
1080362	BE2	20220105	1,870.99
1080390	BN9	20220105	1,879.38
1080391	BN9	20220105	1,860.11
1080392	BN10	20220105	1,784.64
1080407	BN11	20220105	1,261.90
1080409	BN12	20220105	1,582.53
1080412	BN12	20220105	1,803.46
1080413	BN13	20220105	282.72
1080414	BN13	20220105	1,619.24



1080363	BE3	20220105	1,853.67
1080365	BE4	20220105	1,893.11
1080366	BE5	20220105	1,870.22
1080367	BE6	20220105	1,871.88
1080368	BE7	20220105	1,815.59
1080369	BE8	20220105	1,892.44
1080370	BE7	20220105	1,022.49
1080371	BW1	20220105	1,893.48
1080372	BW2	20220105	1,895.29
1080373	BW3	20220105	1,854.68
1080375	BE8	20220105	681.76
1080376	BE9	20220105	584.91
1080628	CHINA NOSE EXT I	20220118	1,696.52
1080629	CHINA NOSE EXT II	20220118	1,130.17
1080631	BE9	20220118	1,717.20
1080632	BE10	20220118	1,889.52
1080633	BW4	20220118	1,883.54
1080634	BE11	20220118	1,151.98
1081177	BN14	20220214	1,807.30
1081178	BE12	20220214	1,867.73
1081179	BE13	20220214	471.93
1081180	BN14	20220214	1,843.79
1081181	BN15	20220214	1,260.94
1081786	BW 5	20220323	1,882.04
1081787	BW6	20220323	1,751.03
1081788	BW7	20220323	1,808.96
1081789	BW7	20220323	1,866.81
1081790	BW8	20220323	1,868.94
1081791	BW9	20220323	1,814.18
1081792	BW10	20220323	1,872.47
1081793	BW11	20220323	1,815.92
1081794	BW12	20220323	1,809.96
1081795	BW13	20220323	1,810.98
1081796	BW13	20220323	1,812.41
1081797	BW14	20220323	1,587.29
1081798	BW15	20220323	1,134.66
1081799	BE14	20220323	1,894.96
1081800	BE15	20220323	132.64
			<b>119,985.51</b>

*[End of Schedule "B"]*

**SCHEDULE “C”**

**GSR ROYALTY AGREEMENTS**

## BUCK REGIONAL PURCHASE AND SALE AGREEMENT

THIS AGREEMENT made effective as of the 19<sup>th</sup> day of February 2021.

AMONG:

**BUCK GOLD INC.**, a company validly subsisting under the laws of British Columbia having an address of 810-789 West Pender Street, Vancouver, British Columbia V6C 1H2

(the "**Purchaser**")

AND:

**KALT INDUSTRIES LTD.**, a company validly subsisting under the laws of Alberta having an address of 200-1001 1<sup>st</sup> Street SE, Calgary, Alberta, T2G 5G3.

(the "**Vendor**")

AND:

**RYAN KALT**, an individual having an address of [REDACTED]

(**"Mr. Kalt"**)

WHEREAS:

- A. the Vendor is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Claims (as defined below); and
- B. the Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase, a one hundred percent (100%) right, title and interest in and to the Claims, save and except for the Royalty Interest (as defined below), on the terms and conditions hereinafter set forth.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the premises and the mutual promises, and agreements herein contained, the parties hereto agree as follows:

### 1. **INTERPRETATION**

- (a) In this Agreement and in the recitals and Schedules hereto, unless the context otherwise requires, the following terms or expressions will have the following meanings:
  - (i) "**Act**" means the *Mines Act* (British Columbia), and the regulations made thereunder, as amended from time to time;
  - (ii) "**Claims**" or "**Property**" means those certain mining claims located in British Columbia, Canada as more particularly set forth and described in Schedule "I" attached hereto and forming part hereof, together with all renewals or extensions thereof and all surface, water and ancillary or appurtenant rights attached or accruing thereto, and any leases or other

forms of substitute or successor mineral title or interest granted, obtained or issued in connection with or in place of any such licenses (including, without limitation, any licenses staked and recorded to cover internal gaps or factions in respect of such ground);

- (iii) **"Closing Date"** means the date mutually agreed to by the parties for the closing of the transaction contemplated herein;
- (iv) **"Commercial Production"** means the exploitation of Ore, provided that Commercial Production will be deemed to have commenced:
  - (A) if a plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been processed through such plant for not less than fifteen (15) days; or
  - (B) if no plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been shipped from the Property for the purpose of earning revenue;
- (v) **"Ore"** means any rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any other materials or substances removed or recovered from the Property through any mining, milling, quarrying, processing, concentrating, smelting activity, refining activity or extractive process;
- (vi) **"Product"** means:
  - (A) all Ore shipped and sold prior to treatment, and
  - (B) all concentrates, precipitates and products produced by or for the Purchaser from Ore;
- (vii) **"Royalty Interest"** means the two percent (2.0%) gross royalty granted to and reserved for Mr. Kalt in accordance with the terms and conditions of this Agreement, calculated and paid in accordance with Schedule "B" hereto.

## **2. REPRESENTATIONS AND WARRANTIES**

- (a) The Purchaser represents and warrants to the Vendor that:
  - (i) it is a body corporate duly formed, organized and validly subsisting under the laws of its incorporating jurisdiction and is duly qualified to acquire, explore and develop mineral claims in British Columbia; and
  - (ii) it has full power and authority to carry on its business and to enter into this Agreement and any agreement or instrument referred to or contemplated by this Agreement and to perform its obligations thereunder; and

- (iii) the execution and delivery of this Agreement and any agreements contemplated hereby will not violate or result in the breach of the laws of any jurisdiction applicable or pertaining thereto, its constating documents, or any contract or commitment by which it is bound; and
  - (iv) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (b) The Vendor represents, warrants and covenants with the Purchaser that:
- (i) it has the exclusive right to enter into this Agreement and has all necessary authority to dispose of all right, title and interest in and to the Property in accordance with the terms and conditions of this Agreement; and
  - (ii) it is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Property; and
  - (iii) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (c) The representations, warranties and covenants hereinbefore set out are true as at the date hereof and will be true as at the Closing Date, are conditions on which the parties have relied in entering into this Agreement, and each party will indemnify and save the other harmless from all loss, damage, costs, actions and suits arising out of or in connection with any breach of any representation, warranty, covenant, agreement or condition made by such party and contained in this Agreement.

### **3. PURCHASE AND SALE**

- (a) Upon and subject to the terms and conditions of the Agreement, the Vendor hereby agrees to sell, and the Purchaser agrees to purchase, an undivided one hundred percent (100%) right, title and interest in and to the Claims, free and clear of all liens, charges and encumbrances whatsoever, save and except for the Royalty Interest.
- (b) The purchase consideration for the Claims (the "**Purchase Consideration**") will be paid by the Purchaser on the Closing Date unless otherwise specified below:
  - (i) a cash amount of CDN\$153,773.53 shall be paid to the Vendor upon the Closing Date; and
  - (ii) the Royalty Interest shall be granted to and reserved at all times for Mr. Kalt.

### **4. TRANSFER OF CLAIMS**

- (a) On the Closing Date and upon written request by the Purchaser, the Vendor shall deliver to the Purchaser duly executed registrable transfers in favour of the Purchaser of a one hundred percent (100%) right, title and interest in and to the Claims and the Purchaser shall be entitled to record all transfers with the

appropriate governmental office at its own cost and expense in order to effect the transfer of the Property into its name.

**5. ROYALTY INTEREST**

- (a) Subject to the terms and conditions of this Agreement, there is hereby reserved for and granted to at all times onto Mr. Kalt the Royalty Interest. The Royalty Interest shall be deemed to be an interest in the land and run with the land.
- (b) Notwithstanding anything in this Agreement, the Purchaser will be under no obligation whatsoever to maintain the Claims in good standing or to place the Claims into Commercial Production, and if the Claims are placed into Commercial Production, the Purchaser will have the right at any time to curtail, suspend or terminate such Commercial Production as the Purchaser deems commercially reasonable. If the Purchaser abandons its interest in the Claims, the provisions of this Agreement with respect to the Royalty Interest will apply to any interest in the ground comprised in the Claims re-acquired by the Purchaser, or any affiliate thereof, within a period of two (2) years following such abandonment.
- (c) The Purchaser will have the right to commingle with ore or concentrates produced from other properties owned or controlled by the Purchaser, provided that the Purchaser will adopt and employ reasonable practices and procedures for weighing, sampling and assaying in order to determine the amount of Product derived from, or attributable to, Ore, and will maintain accurate records in respect thereof which will be made available to Mr. Kalt or his authorized representatives during normal business hours upon reasonable notice.

**6. DISPOSITION OF INTEREST**

- (a) The Purchaser may at any time sell, transfer or otherwise dispose of all or any portion of its interest in and to the Claims without obtaining the consent of the Vendor, provided that in the event of any sale, transfer or other disposition of any nature or kind whatsoever by the Purchaser of the claims or any interest therein or any part thereof to a party other than the Vendor (a "**Third Party Purchaser**"), the Purchaser will:
  - (i) furnish to the Third Party Purchaser a true copy of this Agreement; and
  - (ii) procure the written agreement of the Third Party Purchaser to be bound by this Agreement as if it were a party thereto in place and instead of the Purchaser to the extent of the interest disposed of; and
  - (iii) ensure that in any agreement or deed of sale, assignment or disposition of any nature to a Third Party Purchaser there is a covenant which would:
    - (A) bind the Third Party Purchaser and its successors and assigns to the same obligations and effect as this subsection 6; and
    - (B) obliges the Third Party Purchaser to register any such agreement, deed of sale, assignment or disposition at the public registers in which it is required or customary to register

mining agreements pertaining to minerals, is contained therein.

- (b) Prior to the Closing Date, the Vendor will not transfer, convey, assign, mortgage charge or grant any option in respect of or grant a right to purchase or in any manner transfer or alienate any of their interests in the Claims.
- (c) After the Closing Date, Mr. Kalt may, subject to the terms and conditions of this Agreement, assign all or any portion of the Royalty Interest in his sole discretion, provided that notice of such assignment is provided to the Purchaser and the transferee first agrees to be bound by the terms and conditions of this Agreement.
- (d) If any right, power or interest of any party in any property under this Agreement would violate the rule against perpetuities, then such right, power or interest will terminate at the expiration of 20 years after the death of the last survivor of all the lineal descendants of Her Majesty, Queen Elizabeth II of England, living on the date of execution of this Agreement.

## 7. **NOTICE**

- (a) Any notice, direction or other instrument required or permitted to be given under this Agreement will be in writing and may be given by the delivery of the same or by mailing the same by prepaid registered or certified mail or by sending the same electronic mail (e-mail) or other similar form of communication, in each case addressed to the addresses of the parties as set out on the first page of this Agreement, and if sent by email, as follows:

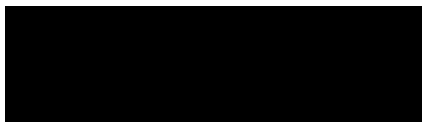
- (i) if to the Purchaser at:

810-789 West Pender Street  
Vancouver, BC V6C 1H2  
info@buckgold.ca

- (ii) if to the Vendor at:

200-1001 1<sup>st</sup> Street SE  
Calgary, AB T2G 5G3  
legal@kalt.ca

- (iii) if to Mr. Kalt at:



- (b) Any notice, direction or other instrument aforesaid will, if delivered, be deemed to have been given and received on the day it was delivered; if sent by electronic mail, be deemed to have been given and received on the next business day following transmission; and if mailed, be deemed to have been given and received on the fifth day following the day of mailing, except in the event of disruption of the postal services, in which event notice will be deemed to be given and received only when actually received.



- (c) Any party may at any time give to the other, notice in writing of any change of address or e-mail address of the party giving such notice, and from and after the giving of such notice, the address or e-mail address therein specified will be deemed to be the address or e-mail address of such party for the purposes of giving notice hereunder.

**8. GENERAL**

- (a) This Agreement constitutes the entire agreement between the parties and replaces and supersedes all prior agreements, memoranda, correspondence, communications, negotiations and representations, whether verbal or written, express or implied, statutory or otherwise between the parties with respect to the subject matter herein.
- (b) The parties hereto agree that they and each of them will reasonably execute all documents and do all acts and things within their respective powers to carry out and implement the provisions and intent of this Agreement.
- (c) The headings to the respective sections herein will not be deemed part of this Agreement but will be regarded as having been used for convenience only.
- (d) Unless otherwise specified, all references to monies in this Agreement will be in Canadian funds. All payments to be made hereunder will be made by certified cheque or bank draft delivered to such party at its address for notice purposes as provided herein, or for the account of such party at such bank as such party may designate from time to time by written notice. Said bank or banks will be deemed the agent of the designating party for the purpose of receiving, collecting and receipting such payment.
- (e) Subject to the provisions of section 6, this Agreement and the Royalty Interest will enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.
- (f) This Agreement will be governed and interpreted in accordance with the laws of British Columbia and the laws of Canada applicable therein. All actions arising from this Agreement will be commenced and prosecuted in the courts of British Columbia, and the parties hereby attorn to the jurisdiction thereof.
- (g) This Agreement may be executed in counterparts and by electronic delivery, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

**BUCK GOLD INC.**

Per:           "Ryan Kalt"            
          Authorized Signatory

**KALT INDUSTRIES LTD.**

Per:           "Ryan Kalt"            
          Authorized Signatory

          "Ryan Kalt"            
**RYAN KALT**

**THIS IS SCHEDULE "A"**  
**TO THE BUCK REGIONAL PURCHASE AND SALE AGREEMENT**  
**DATED FEBRUARY 19, 2021, AMONG**  
**BUCK GOLD INC.**  
**AND**  
**KALT INDUSTRIES LTD.**  
**AND**  
**RYAN KALT**

**Property Description**

License	License Name	Location	Hectares
1079209	EQTY I	British Columbia	1,442.78
1079210	EQTY II	British Columbia	1,005.34
1079211	EQTY III	British Columbia	18.95
1079212	EQTY IV	British Columbia	302.91
1079213	EQTY V	British Columbia	606.54
1079214	EQTY VI	British Columbia	378.63
1080377	BN1	British Columbia	1,844.22
1080378	BN2	British Columbia	1,882.11
1080379	S1	British Columbia	1,477.67
1080382	BN3	British Columbia	621.58
1080383	BN4	British Columbia	1,844.38
1080384	BN5	British Columbia	1,844.24
1080385	BN6	British Columbia	1,880.53
1080386	BN7	British Columbia	1,880.41
1080387	BN7	British Columbia	1,879.68
1080388	BN8	British Columbia	1,805.15
1080389	BN8	British Columbia	753.22
1080348	EQTY VII	British Columbia	1,742.65
1080349	EQTY VIII	British Columbia	1,817.53
1080350	EQTY IX	British Columbia	1,812.18
1080351	EQTY X	British Columbia	1,884.38
1080352	EQTY XI	British Columbia	1,815.00
1080353	EQTY XII	British Columbia	1,892.51
1080354	EQTY XIII	British Columbia	1,852.99
1080355	EQTY XIV	British Columbia	1,884.41
1080356	EQTY XV	British Columbia	1,883.30
1080357	EQTY XVI	British Columbia	1,882.24
1080358	EQTY XVII	British Columbia	1,166.38
1080359	EQTY XVIII	British Columbia	526.69

1080360	EQTY XVIX	British Columbia	1,829.23
1080361	BE1	British Columbia	1,869.31
1080362	BE2	British Columbia	1,870.99
1080390	BN9	British Columbia	1,879.38
1080391	BN9	British Columbia	1,860.11
1080392	BN10	British Columbia	1,784.64
1080407	BN11	British Columbia	1,261.90
1080409	BN12	British Columbia	1,582.53
1080412	BN12	British Columbia	1,803.46
1080413	BN13	British Columbia	282.72
1080414	BN13	British Columbia	1,619.24
1080363	BE3	British Columbia	1,853.67
1080365	BE4	British Columbia	1,893.11
1080366	BE5	British Columbia	1,870.22
1080367	BE6	British Columbia	1,871.88
1080368	BE7	British Columbia	1,815.59
1080369	BE8	British Columbia	1,892.44
1080370	BE7	British Columbia	1,022.49
1080371	BW1	British Columbia	1,893.48
1080372	BW2	British Columbia	1,895.29
1080373	BW3	British Columbia	1,854.68
1080375	BE8	British Columbia	681.76
1080376	BE9	British Columbia	584.91
1080628	CHINA NOSE EXT I	British Columbia	1,696.52
1080629	CHINA NOSE EXT II	British Columbia	1,130.17
1080631	BE9	British Columbia	1,717.20
1080632	BE10	British Columbia	1,889.52
1080633	BW4	British Columbia	1,883.54
1080634	BE11	British Columbia	1,151.98
			87,870.58

**THIS IS SCHEDULE "B"**  
TO THE BUCK REGIONAL PURCHASE AND SALE AGREEMENT  
DATED FEBRUARY 19, 2021, AMONG  
**BUCK GOLD INC.**  
AND  
**KALT INDUSTRIES LTD.**  
AND  
**RYAN KALT**

**Gross Royalty**

1. The Royalty Interest payable and deliverable by Buck Gold Inc. (the "**Payor**") to Ryan Kalt (the "**Payee**") pursuant to the above referenced Agreement shall be two percent (2.0%) of the Gross Revenue (as hereinafter defined) and will be calculated and paid to the Payee by the Payor in accordance with the terms and conditions of this Schedule "B". Terms having defined meanings in the Agreement and used herein will have the same meanings in this Schedule "B" as assigned to them in the Agreement unless otherwise specified or the context otherwise requires. This agreement will inure to the benefit of and be binding upon the parties and their respective successors and permitted assigns.
2. The Gross Revenue will be calculated on a calendar quarterly basis and will, subject to paragraph 7 of this Schedule "B", be equal to Gross Revenue (as hereinafter defined) for such quarter.
3. The following words will have the following meanings:
  - (a) "**Gross Revenue**" means the aggregate of the following amounts received in each quarterly period:
    - (i) the gross revenue received by the Payor from arm's length purchasers of all Product; and
    - (ii) the fair market value of all Product sold by the Payor in such quarter to persons not dealing at arm's length with the Payor; and
    - (iii) any proceeds of insurance on Product.
  - (b) "**Ore**" means all rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any and all other materials or substances removed or recovered from the Property through any mining, milling, quarrying, brine recovery, extraction, processing, concentrating, smelting or refining activity;
  - (c) "**Product**" means:
    - (i) all Ore shipped and sold; and
    - (ii) all concentrates (including, without limitation, leachates, precipitates and other concentrates), and all other products produced by or for the Payor from Ore.

4. The Payor shall have the right to commingle with ores from the Property, ore produced from other properties, provided that prior to such commingling, the Payor shall adopt and employ reasonable practices and procedures for weighing, determination of moisture content, sampling and assaying, as well as utilize reasonable accurate recovery factors in order to determine the amounts of products derived from, or attributable to Ore mined and produced from the Property. The Payor shall maintain accurate records of the results of such sampling, weighing and analysis as pertaining to ore mined and produced from the Property.
5. The Royalty Interest will be calculated and paid within forty-five (45) calendar days after the end of each calendar quarter. Sales and smelter settlement sheets, as applicable, and a statement setting forth calculations in sufficient detail to show the payment's derivation (each a "**Statement**") must be submitted with the payment. At the sole election of the Payee, being an election which may be changed from time to time by the Payee, and upon notice to the Payor by the Payee of not less than sixty (60) calendar days, any amounts due under the Royalty Interest shall be delivered in-kind by way of physical delivery of the produced commodity (a "**Physical Royalty Payment**").
6. Within one-hundred and twenty (120) calendar days of the end of the Payor's fiscal year end, the Payor will deliver to the Payee a compilation report of the Statements provided by Payor to the Payee during the prior fiscal year (a "**Compilation Report**") together with the Payor's auditor's report confirming that in their opinion the Compilation Report accurately sets out the Royalty Interest payments due to Payee during the prior fiscal year, and the audited financial statements of the Payor for the prior fiscal year (the "**Royalty Audit Materials**"). All Royalty Interest payments will be considered final and in full satisfaction of all obligations of the Payor with respect thereto, unless the Payee delivers to the Payor a written notice (an "**Objection Notice**") describing and setting forth a specific objection to the calculation thereof within ninety (90) calendar days after receipt by the Payee of the Royalty Audit Materials. If the Payee objects to a particular Statement as herein provided, the Payee will, for a period of ninety (90) calendar days after the Payor's receipt of such Objection Notice, have the right, upon reasonable notice and at reasonable times, to have the Payor's accounts and records relating to the calculation of the Royalty Interest payments audited by auditors independent of both the Payee and the Payor. If such audit determines that there has been a deficiency or an excess in the payment made to the Payee, such deficiency or excess will be resolved by adjusting the next Royalty Interest payment due hereunder. The Payee will pay all the costs and expenses of such audit if a deficiency of less than two (2%) percent of the amount due is determined to exist. The Payor will pay all the costs and expenses of such audit if a deficiency of two percent (2%) or more of the amount due is determined to exist. All books and records used and kept by the Payor to calculate the Royalty Interest due hereunder will be kept in accordance with International Financial Reporting Standards ("**IFRS**").
7. All profits and losses resulting from the Payor engaging in any commodity futures trading, option trading, metals trading, metals loans or any combination thereof, and any other hedging transactions with respect to mineral products (collectively, "**Hedging Transactions**") are specifically excluded from calculations of the Royalty Interest, it being understood by the parties that Payor may engage in speculative hedging trading activities for its own account. All Hedging Transactions by the Payor and all profits or losses associated therewith, if any, shall be solely for the Payor's

account, irrespective of whether or not mineral products are delivered in fulfilment of such obligations.

8. If the Royalty Interest becomes payable to two or more parties as joint holders, those parties will appoint, and will deliver to the Payor a document executed by all of those parties appointing, a single agent or trustee of all such parties to whom the Payor will make all payments on account of the Royalty Interest. The Payor will have no responsibility as to the division of the Royalty Interest payments among such parties, and if the Payor makes a payment or payments on account of the Royalty Interest in accordance with the provisions of this paragraph 8, it will be conclusively deemed that such payment or payments have been received by the parties entitled thereto. All charges of the agent or trustee will be borne solely by the parties receiving payments on account of the Royalty Interest.
9. To the maximum extent permitted, the Royalty Interest creates a direct and real property and land interest in the Property and constitutes a covenant running with the Property. The holder of the Royalty Interest shall be entitled to register the Royalty Interest against the Property. Any expense associated with establishing, registering or perfecting the Royalty Interest as a real property interest shall be for the account of the Payee. The Royalty Interest will run with the title to the Property such that any form of any assignment, succession, disposition or transfer of the Property, or any interest therein, shall be subject to the Royalty Interest. For additional certainty, it is the intent of the parties hereto that, to the extent allowed by law, the Royalty Interest shall constitute a vested interest in and a covenant running with the land affecting the Property and all successions thereof whether created privately or through governmental action. The Royalty Interest shall also continue to apply under any transfer or assignment of the Property pursuant to any receivership, bankruptcy or any other creditor protection transaction to which the Payor and its permitted successors or assigns may become party to.
10. The Payor will indemnify and save the Payee harmless from any loss, cost or liability including, without limitation, reasonable legal fees arising from a claim against the Payee in respect of any failure by the Payor to at all times comply with all applicable present or future federal, provincial, territorial and local laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies and guidelines relating to the Payor or the Property; provided, however, the Payor shall have the right to contest any of the same if such contest does not jeopardize the Property or the Payee's rights thereto or under this Agreement.
11. The Payor will indemnify and save the Payee harmless from any loss, cost or liability (including, without limitation, reasonable legal fees) arising from a claim against the Payee in respect of: any failure by the Payor to timely and fully perform all abandonment, restoration, remediation and reclamation required by all governmental authorities pertaining or related to the operations or activities of by the Payor on or with respect to the Property or required under this Agreement; the Payor causing, suffering, or permitting any condition or activity at, on or in the vicinity of the Property which constitutes a nuisance; or, any failure by the Payor which results in a violation of or liability under any present or future applicable federal, territorial, provincial or local environmental laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies or guidelines.

12. All decisions concerning methods, the extent, times, procedures and techniques of any exploration, development, mining, leaching, milling, processing, extraction treatment, if any, and the materials to be introduced into the Property or produced therefrom, and except as otherwise provided in this Agreement all decisions concerning the sale or other disposition of Product (including, without limitation, decisions as to buyers, times of sale, whether to store or stockpile Ore for a reasonable length of time without selling the same) shall be made by the Payor, acting reasonably and in accordance with good mining and engineering practice in the circumstances.
13. All tailings or waste material shall be the property of the Payor and the Payor shall have no obligation to process or extract substances therefrom. If the Payor elects to extract Product of value therefrom and utilizes or sells the same, the Payee shall receive payments in respect of the Royalty Interest during commercial production of such Product. If the Payor commingles the tailings or waste material produced from the Property with tailings and waste material not produced from the Property, the Payor shall record the tonnage amount and source of such tailings and waste material prior to commingling and the Royalty Interest payments, if any, shall be based upon the recoverable pro rata portion of the minerals in the tailings or waste material derived from the Property.
14. Within 60 calendar days following the end of each calendar year, the Payor will provide the Payee with an annual report of Product mined, quarried or extracted, Product milled or processed, recoveries, and grades, with respect to the Property during such calendar year. Such annual report shall include estimates of proposed expenditures upon, anticipated production from and estimated remaining Product reserves on the Property for the succeeding calendar year and any changes to, or replacements of, the mine plan or any "life of mine plan" with respect to the Property. The Payor will provide the Payee with a copy of any "life of mine plan", if produced, within calendar 30 days of its approval by Payor and any changes to, or replacements of, any such "life of mine plan" or any mine plan within 30 days after such change or replacement thereof.
15. Upon not less than five (5) business days notice to the Payor, the Payee, or its authorized agents or representatives, may, under the direction and control of the Payor, enter upon all surface and sub-surface portions of the Property for the purpose of inspecting the Property, all improvements thereto and operations thereon, and all production records and data pertaining to all production activities and operations on or with respect to the Property, including without limitation, records and data that are electronically maintained.
16. All payments due to the Royalty Interest shall be made in U.S. dollars (the "**Royalty Payment Currency**"). The Payee may, from time to time and at his sole election, change the Royalty Payment Currency of the Royalty Interest to any major global currency, subject to written notice by the Payee to the Payor of at least five (5) business days prior to the date on which the next Royalty Interest payment is due. Payments under the Royalty Interest shall be made without demand, notice, set-off, or reduction, by wire transfer in good, immediately available funds, to such account or accounts as the Payee may designate pursuant to wire instructions provided by the Payee to the Payor not less than five (5) business days prior to the date upon which such payment is to be made.
17. The Payor agrees and covenants that it shall not enter into any other royalty transaction or grant any other royalty to a third-party as it involves the Property



without the prior written consent of the Payee, such consent being at the sole discretion of the Payee.

## BUCK REGIONAL II PURCHASE AND SALE AGREEMENT

THIS AGREEMENT made effective as of the 20<sup>th</sup> day of February 2021.

AMONG:

**BUCK GOLD INC.**, a company validly subsisting under the laws of British Columbia having an address of 810-789 West Pender Street, Vancouver, British Columbia V6C 1H2

(the "**Purchaser**")

AND:

**KALT INDUSTRIES LTD.**, a company validly subsisting under the laws of Alberta having an address of 200-1001 1<sup>st</sup> Street SE, Calgary, Alberta, T2G 5G3.

(the "**Vendor**")

AND:

**RYAN KALT**, an individual having an address of [REDACTED]

("Mr. Kalt")

WHEREAS:

- A. the Vendor is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Claims (as defined below); and
- B. the Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase, a one hundred percent (100%) right, title and interest in and to the Claims, save and except for the Royalty Interest (as defined below), on the terms and conditions hereinafter set forth.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the premises and the mutual promises, and agreements herein contained, the parties hereto agree as follows:

### 1. INTERPRETATION

- (a) In this Agreement and in the recitals and Schedules hereto, unless the context otherwise requires, the following terms or expressions will have the following meanings:
  - (i) "**Act**" means the *Mines Act* (British Columbia), and the regulations made thereunder, as amended from time to time;
  - (ii) "**Claims**" or "**Property**" means those certain mining claims located in British Columbia, Canada as more particularly set forth and described in Schedule "I" attached hereto and forming part hereof, together with all renewals or extensions thereof and all surface, water and ancillary or appurtenant rights attached or accruing thereto, and any leases or other

forms of substitute or successor mineral title or interest granted, obtained or issued in connection with or in place of any such licenses (including, without limitation, any licenses staked and recorded to cover internal gaps or factions in respect of such ground);

- (iii) **"Closing Date"** means the date mutually agreed to by the parties for the closing of the transaction contemplated herein;
- (iv) **"Commercial Production"** means the exploitation of Ore, provided that Commercial Production will be deemed to have commenced:
  - (A) if a plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been processed through such plant for not less than fifteen (15) days; or
  - (B) if no plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been shipped from the Property for the purpose of earning revenue;
- (v) **"Ore"** means any rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any other materials or substances removed or recovered from the Property through any mining, milling, quarrying, processing, concentrating, smelting activity, refining activity or extractive process;
- (vi) **"Product"** means:
  - (A) all Ore shipped and sold prior to treatment, and
  - (B) all concentrates, precipitates and products produced by or for the Purchaser from Ore;
- (vii) **"Royalty Interest"** means the two percent (2.0%) gross royalty granted to and reserved for Mr. Kalt in accordance with the terms and conditions of this Agreement, calculated and paid in accordance with Schedule "B" hereto.

## 2. **REPRESENTATIONS AND WARRANTIES**

- (a) The Purchaser represents and warrants to the Vendor that:
  - (i) it is a body corporate duly formed, organized and validly subsisting under the laws of its incorporating jurisdiction and is duly qualified to acquire, explore and develop mineral claims in British Columbia; and
  - (ii) it has full power and authority to carry on its business and to enter into this Agreement and any agreement or instrument referred to or contemplated by this Agreement and to perform its obligations thereunder; and

- (iii) the execution and delivery of this Agreement and any agreements contemplated hereby will not violate or result in the breach of the laws of any jurisdiction applicable or pertaining thereto, its constating documents, or any contract or commitment by which it is bound; and
  - (iv) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (b) The Vendor represents, warrants and covenants with the Purchaser that:
- (i) it has the exclusive right to enter into this Agreement and has all necessary authority to dispose of all right, title and interest in and to the Property in accordance with the terms and conditions of this Agreement; and
  - (ii) it is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Property; and
  - (iii) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (c) The representations, warranties and covenants hereinbefore set out are true as at the date hereof and will be true as at the Closing Date, are conditions on which the parties have relied in entering into this Agreement, and each party will indemnify and save the other harmless from all loss, damage, costs, actions and suits arising out of or in connection with any breach of any representation, warranty, covenant, agreement or condition made by such party and contained in this Agreement.

### **3. PURCHASE AND SALE**

- (a) Upon and subject to the terms and conditions of the Agreement, the Vendor hereby agrees to sell, and the Purchaser agrees to purchase, an undivided one hundred percent (100%) right, title and interest in and to the Claims, free and clear of all liens, charges and encumbrances whatsoever, save and except for the Royalty Interest.
- (b) The purchase consideration for the Claims (the "**Purchase Consideration**") will be paid by the Purchaser on the Closing Date unless otherwise specified below:
  - (i) a cash amount of CDN\$12,690.47 shall be paid to the Vendor upon the Closing Date; and
  - (ii) the Royalty Interest shall be granted to and reserved at all times for Mr. Kalt.

### **4. TRANSFER OF CLAIMS**

- (a) On the Closing Date and upon written request by the Purchaser, the Vendor shall deliver to the Purchaser duly executed registrable transfers in favour of the Purchaser of a one hundred percent (100%) right, title and interest in and to the Claims and the Purchaser shall be entitled to record all transfers with the

appropriate governmental office at its own cost and expense in order to effect the transfer of the Property into its name.

## 5. ROYALTY INTEREST

- (a) Subject to the terms and conditions of this Agreement, there is hereby reserved for and granted to at all times onto Mr. Kalt the Royalty Interest. The Royalty Interest shall be deemed to be an interest in the land and run with the land.
- (b) Notwithstanding anything in this Agreement, the Purchaser will be under no obligation whatsoever to maintain the Claims in good standing or to place the Claims into Commercial Production, and if the Claims are placed into Commercial Production, the Purchaser will have the right at any time to curtail, suspend or terminate such Commercial Production as the Purchaser deems commercially reasonable. If the Purchaser abandons its interest in the Claims, the provisions of this Agreement with respect to the Royalty Interest will apply to any interest in the ground comprised in the Claims re-acquired by the Purchaser, or any affiliate thereof, within a period of two (2) years following such abandonment.
- (c) The Purchaser will have the right to commingle with ore or concentrates produced from other properties owned or controlled by the Purchaser, provided that the Purchaser will adopt and employ reasonable practices and procedures for weighing, sampling and assaying in order to determine the amount of Product derived from, or attributable to, Ore, and will maintain accurate records in respect thereof which will be made available to Mr. Kalt or his authorized representatives during normal business hours upon reasonable notice.

## 6. DISPOSITION OF INTEREST

- (a) The Purchaser may at any time sell, transfer or otherwise dispose of all or any portion of its interest in and to the Claims without obtaining the consent of the Vendor, provided that in the event of any sale, transfer or other disposition of any nature or kind whatsoever by the Purchaser of the claims or any interest therein or any part thereof to a party other than the Vendor (a "**Third Party Purchaser**"), the Purchaser will:
  - (i) furnish to the Third Party Purchaser a true copy of this Agreement; and
  - (ii) procure the written agreement of the Third Party Purchaser to be bound by this Agreement as if it were a party thereto in place and instead of the Purchaser to the extent of the interest disposed of; and
  - (iii) ensure that in any agreement or deed of sale, assignment or disposition of any nature to a Third Party Purchaser there is a covenant which would:
    - (A) bind the Third Party Purchaser and its successors and assigns to the same obligations and effect as this subsection 6; and
    - (B) obliges the Third Party Purchaser to register any such agreement, deed of sale, assignment or disposition at the public registers in which it is required or customary to register

mining agreements pertaining to minerals, is contained therein.

- (b) Prior to the Closing Date, the Vendor will not transfer, convey, assign, mortgage charge or grant any option in respect of or grant a right to purchase or in any manner transfer or alienate any of their interests in the Claims.
- (c) After the Closing Date, Mr. Kalt may, subject to the terms and conditions of this Agreement, assign all or any portion of the Royalty Interest in his sole discretion, provided that notice of such assignment is provided to the Purchaser and the transferee first agrees to be bound by the terms and conditions of this Agreement.
- (d) If any right, power or interest of any party in any property under this Agreement would violate the rule against perpetuities, then such right, power or interest will terminate at the expiration of 20 years after the death of the last survivor of all the lineal descendants of Her Majesty, Queen Elizabeth II of England, living on the date of execution of this Agreement.

## 7. **NOTICE**

- (a) Any notice, direction or other instrument required or permitted to be given under this Agreement will be in writing and may be given by the delivery of the same or by mailing the same by prepaid registered or certified mail or by sending the same electronic mail (e-mail) or other similar form of communication, in each case addressed to the addresses of the parties as set out on the first page of this Agreement, and if sent by email, as follows:

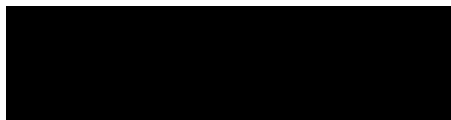
- (i) if to the Purchaser at:

810-789 West Pender Street  
Vancouver, BC V6C 1H2  
info@buckgold.ca

- (ii) if to the Vendor at:

200-1001 1<sup>st</sup> Street SE  
Calgary, AB T2G 5G3  
legal@kalt.ca

- (iii) if to Mr. Kalt at:



- (b) Any notice, direction or other instrument aforesaid will, if delivered, be deemed to have been given and received on the day it was delivered; if sent by electronic mail, be deemed to have been given and received on the next business day following transmission; and if mailed, be deemed to have been given and received on the fifth day following the day of mailing, except in the event of disruption of the postal services, in which event notice will be deemed to be given and received only when actually received.

- (c) Any party may at any time give to the other, notice in writing of any change of address or e-mail address of the party giving such notice, and from and after the giving of such notice, the address or e-mail address therein specified will be deemed to be the address or e-mail address of such party for the purposes of giving notice hereunder.

**8. GENERAL**

- (a) This Agreement constitutes the entire agreement between the parties and replaces and supersedes all prior agreements, memoranda, correspondence, communications, negotiations and representations, whether verbal or written, express or implied, statutory or otherwise between the parties with respect to the subject matter herein.
- (b) The parties hereto agree that they and each of them will reasonably execute all documents and do all acts and things within their respective powers to carry out and implement the provisions and intent of this Agreement.
- (c) The headings to the respective sections herein will not be deemed part of this Agreement but will be regarded as having been used for convenience only.
- (d) Unless otherwise specified, all references to monies in this Agreement will be in Canadian funds. All payments to be made hereunder will be made by certified cheque or bank draft delivered to such party at its address for notice purposes as provided herein, or for the account of such party at such bank as such party may designate from time to time by written notice. Said bank or banks will be deemed the agent of the designating party for the purpose of receiving, collecting and receipting such payment.
- (e) Subject to the provisions of section 6, this Agreement and the Royalty Interest will enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.
- (f) This Agreement will be governed and interpreted in accordance with the laws of British Columbia and the laws of Canada applicable therein. All actions arising from this Agreement will be commenced and prosecuted in the courts of British Columbia, and the parties hereby attorn to the jurisdiction thereof.
- (g) This Agreement may be executed in counterparts and by electronic delivery, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]





**THIS IS SCHEDULE "A"**  
TO THE BUCK REGIONAL II PURCHASE AND SALE AGREEMENT  
DATED FEBRUARY 20, 2021, AMONG  
**BUCK GOLD INC.**  
AND  
**KALT INDUSTRIES LTD.**  
AND  
**RYAN KALT**

**Property Description**

License	License Name	Location	Hectares
1081177	BN14	British Columbia	1,807.30
1081178	BE12	British Columbia	1,867.73
1081179	BE13	British Columbia	471.93
1081180	BN14	British Columbia	1,843.79
1081181	BN15	British Columbia	1,260.94
			7,251.69

**THIS IS SCHEDULE "B"**  
TO THE BUCK REGIONAL II PURCHASE AND SALE AGREEMENT  
DATED FEBRUARY 20, 2021, AMONG  
**BUCK GOLD INC.**  
AND  
**KALT INDUSTRIES LTD.**  
AND  
**RYAN KALT**

**Gross Royalty**

1. The Royalty Interest payable and deliverable by Buck Gold Inc. (the "**Payor**") to Ryan Kalt (the "**Payee**") pursuant to the above referenced Agreement shall be two percent (2.0%) of the Gross Revenue (as hereinafter defined) and will be calculated and paid to the Payee by the Payor in accordance with the terms and conditions of this Schedule "B". Terms having defined meanings in the Agreement and used herein will have the same meanings in this Schedule "B" as assigned to them in the Agreement unless otherwise specified or the context otherwise requires. This agreement will inure to the benefit of and be binding upon the parties and their respective successors and permitted assigns.
2. The Gross Revenue will be calculated on a calendar quarterly basis and will, subject to paragraph 7 of this Schedule "B", be equal to Gross Revenue (as hereinafter defined) for such quarter.
3. The following words will have the following meanings:
  - (a) "**Gross Revenue**" means the aggregate of the following amounts received in each quarterly period:
    - (i) the gross revenue received by the Payor from arm's length purchasers of all Product; and
    - (ii) the fair market value of all Product sold by the Payor in such quarter to persons not dealing at arm's length with the Payor; and
    - (iii) any proceeds of insurance on Product.
  - (b) "**Ore**" means all rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any and all other materials or substances removed or recovered from the Property through any mining, milling, quarrying, brine recovery, extraction, processing, concentrating, smelting or refining activity;
  - (c) "**Product**" means:
    - (i) all Ore shipped and sold; and
    - (ii) all concentrates (including, without limitation, leachates, precipitates and other concentrates), and all other products produced by or for the Payor from Ore.

4. The Payor shall have the right to commingle with ores from the Property, ore produced from other properties, provided that prior to such commingling, the Payor shall adopt and employ reasonable practices and procedures for weighing, determination of moisture content, sampling and assaying, as well as utilize reasonable accurate recovery factors in order to determine the amounts of products derived from, or attributable to Ore mined and produced from the Property. The Payor shall maintain accurate records of the results of such sampling, weighing and analysis as pertaining to ore mined and produced from the Property.
5. The Royalty Interest will be calculated and paid within forty-five (45) calendar days after the end of each calendar quarter. Sales and smelter settlement sheets, as applicable, and a statement setting forth calculations in sufficient detail to show the payment's derivation (each a "**Statement**") must be submitted with the payment. At the sole election of the Payee, being an election which may be changed from time to time by the Payee, and upon notice to the Payor by the Payee of not less than sixty (60) calendar days, any amounts due under the Royalty Interest shall be delivered in-kind by way of physical delivery of the produced commodity (a "**Physical Royalty Payment**").
6. Within one-hundred and twenty (120) calendar days of the end of the Payor's fiscal year end, the Payor will deliver to the Payee a compilation report of the Statements provided by Payor to the Payee during the prior fiscal year (a "**Compilation Report**") together with the Payor's auditor's report confirming that in their opinion the Compilation Report accurately sets out the Royalty Interest payments due to Payee during the prior fiscal year, and the audited financial statements of the Payor for the prior fiscal year (the "**Royalty Audit Materials**"). All Royalty Interest payments will be considered final and in full satisfaction of all obligations of the Payor with respect thereto, unless the Payee delivers to the Payor a written notice (an "**Objection Notice**") describing and setting forth a specific objection to the calculation thereof within ninety (90) calendar days after receipt by the Payee of the Royalty Audit Materials. If the Payee objects to a particular Statement as herein provided, the Payee will, for a period of ninety (90) calendar days after the Payor's receipt of such Objection Notice, have the right, upon reasonable notice and at reasonable times, to have the Payor's accounts and records relating to the calculation of the Royalty Interest payments audited by auditors independent of both the Payee and the Payor. If such audit determines that there has been a deficiency or an excess in the payment made to the Payee, such deficiency or excess will be resolved by adjusting the next Royalty Interest payment due hereunder. The Payee will pay all the costs and expenses of such audit if a deficiency of less than two (2%) percent of the amount due is determined to exist. The Payor will pay all the costs and expenses of such audit if a deficiency of two percent (2%) or more of the amount due is determined to exist. All books and records used and kept by the Payor to calculate the Royalty Interest due hereunder will be kept in accordance with International Financial Reporting Standards ("**IFRS**").
7. All profits and losses resulting from the Payor engaging in any commodity futures trading, option trading, metals trading, metals loans or any combination thereof, and any other hedging transactions with respect to mineral products (collectively, "**Hedging Transactions**") are specifically excluded from calculations of the Royalty Interest, it being understood by the parties that Payor may engage in speculative hedging trading activities for its own account. All Hedging Transactions by the Payor and all profits or losses associated therewith, if any, shall be solely for the Payor's

account, irrespective of whether or not mineral products are delivered in fulfilment of such obligations.

8. If the Royalty Interest becomes payable to two or more parties as joint holders, those parties will appoint, and will deliver to the Payor a document executed by all of those parties appointing, a single agent or trustee of all such parties to whom the Payor will make all payments on account of the Royalty Interest. The Payor will have no responsibility as to the division of the Royalty Interest payments among such parties, and if the Payor makes a payment or payments on account of the Royalty Interest in accordance with the provisions of this paragraph 8, it will be conclusively deemed that such payment or payments have been received by the parties entitled thereto. All charges of the agent or trustee will be borne solely by the parties receiving payments on account of the Royalty Interest.
9. To the maximum extent permitted, the Royalty Interest creates a direct and real property and land interest in the Property and constitutes a covenant running with the Property. The holder of the Royalty Interest shall be entitled to register the Royalty Interest against the Property. Any expense associated with establishing, registering or perfecting the Royalty Interest as a real property interest shall be for the account of the Payee. The Royalty Interest will run with the title to the Property such that any form of any assignment, succession, disposition or transfer of the Property, or any interest therein, shall be subject to the Royalty Interest. For additional certainty, it is the intent of the parties hereto that, to the extent allowed by law, the Royalty Interest shall constitute a vested interest in and a covenant running with the land affecting the Property and all successions thereof whether created privately or through governmental action. The Royalty Interest shall also continue to apply under any transfer or assignment of the Property pursuant to any receivership, bankruptcy or any other creditor protection transaction to which the Payor and its permitted successors or assigns may become party to.
10. The Payor will indemnify and save the Payee harmless from any loss, cost or liability including, without limitation, reasonable legal fees arising from a claim against the Payee in respect of any failure by the Payor to at all times comply with all applicable present or future federal, provincial, territorial and local laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies and guidelines relating to the Payor or the Property; provided, however, the Payor shall have the right to contest any of the same if such contest does not jeopardize the Property or the Payee's rights thereto or under this Agreement.
11. The Payor will indemnify and save the Payee harmless from any loss, cost or liability (including, without limitation, reasonable legal fees) arising from a claim against the Payee in respect of: any failure by the Payor to timely and fully perform all abandonment, restoration, remediation and reclamation required by all governmental authorities pertaining or related to the operations or activities of by the Payor on or with respect to the Property or required under this Agreement; the Payor causing, suffering, or permitting any condition or activity at, on or in the vicinity of the Property which constitutes a nuisance; or, any failure by the Payor which results in a violation of or liability under any present or future applicable federal, territorial, provincial or local environmental laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies or guidelines.

12. All decisions concerning methods, the extent, times, procedures and techniques of any exploration, development, mining, leaching, milling, processing, extraction treatment, if any, and the materials to be introduced into the Property or produced therefrom, and except as otherwise provided in this Agreement all decisions concerning the sale or other disposition of Product (including, without limitation, decisions as to buyers, times of sale, whether to store or stockpile Ore for a reasonable length of time without selling the same) shall be made by the Payor, acting reasonably and in accordance with good mining and engineering practice in the circumstances.
13. All tailings or waste material shall be the property of the Payor and the Payor shall have no obligation to process or extract substances therefrom. If the Payor elects to extract Product of value therefrom and utilizes or sells the same, the Payee shall receive payments in respect of the Royalty Interest during commercial production of such Product. If the Payor commingles the tailings or waste material produced from the Property with tailings and waste material not produced from the Property, the Payor shall record the tonnage amount and source of such tailings and waste material prior to commingling and the Royalty Interest payments, if any, shall be based upon the recoverable pro rata portion of the minerals in the tailings or waste material derived from the Property.
14. Within 60 calendar days following the end of each calendar year, the Payor will provide the Payee with an annual report of Product mined, quarried or extracted, Product milled or processed, recoveries, and grades, with respect to the Property during such calendar year. Such annual report shall include estimates of proposed expenditures upon, anticipated production from and estimated remaining Product reserves on the Property for the succeeding calendar year and any changes to, or replacements of, the mine plan or any "life of mine plan" with respect to the Property. The Payor will provide the Payee with a copy of any "life of mine plan", if produced, within calendar 30 days of its approval by Payor and any changes to, or replacements of, any such "life of mine plan" or any mine plan within 30 days after such change or replacement thereof.
15. Upon not less than five (5) business days notice to the Payor, the Payee, or its authorized agents or representatives, may, under the direction and control of the Payor, enter upon all surface and sub-surface portions of the Property for the purpose of inspecting the Property, all improvements thereto and operations thereon, and all production records and data pertaining to all production activities and operations on or with respect to the Property, including without limitation, records and data that are electronically maintained.
16. All payments due to the Royalty Interest shall be made in U.S. dollars (the "**Royalty Payment Currency**"). The Payee may, from time to time and at his sole election, change the Royalty Payment Currency of the Royalty Interest to any major global currency, subject to written notice by the Payee to the Payor of at least five (5) business days prior to the date on which the next Royalty Interest payment is due. Payments under the Royalty Interest shall be made without demand, notice, set-off, or reduction, by wire transfer in good, immediately available funds, to such account or accounts as the Payee may designate pursuant to wire instructions provided by the Payee to the Payor not less than five (5) business days prior to the date upon which such payment is to be made.
17. The Payor agrees and covenants that it shall not enter into any other royalty transaction or grant any other royalty to a third-party as it involves the Property

without the prior written consent of the Payee, such consent being at the sole discretion of the Payee.

## BUCK REGIONAL III PURCHASE AND SALE AGREEMENT

THIS AGREEMENT made effective as of the 23<sup>rd</sup> day of March 2021.

AMONG:

**BUCK GOLD INC.**, a company validly subsisting under the laws of British Columbia having an address of 810-789 West Pender Street, Vancouver, British Columbia V6C 1H2

(the "**Purchaser**")

AND:

**KALT INDUSTRIES LTD.**, a company validly subsisting under the laws of Alberta having an address of 200-1001 1<sup>st</sup> Street SE, Calgary, Alberta, T2G 5G3.

(the "**Vendor**")

AND:

**RYAN KALT**, an individual having an address of [REDACTED]

(**Mr. Kalt**)

WHEREAS:

- A. the Vendor is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Claims (as defined below); and
- B. the Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase, a one hundred percent (100%) right, title and interest in and to the Claims, save and except for the Royalty Interest (as defined below), on the terms and conditions hereinafter set forth.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the premises and the mutual promises, and agreements herein contained, the parties hereto agree as follows:

### 1. **INTERPRETATION**

- (a) In this Agreement and in the recitals and Schedules hereto, unless the context otherwise requires, the following terms or expressions will have the following meanings:
  - (i) "**Act**" means the *Mines Act* (British Columbia), and the regulations made thereunder, as amended from time to time;
  - (ii) "**Claims**" or "**Property**" means those certain mining claims located in British Columbia, Canada as more particularly set forth and described in Schedule "I" attached hereto and forming part hereof, together with all renewals or extensions thereof and all surface, water and ancillary or appurtenant rights attached or accruing thereto, and any leases or other

forms of substitute or successor mineral title or interest granted, obtained or issued in connection with or in place of any such licenses (including, without limitation, any licenses staked and recorded to cover internal gaps or factions in respect of such ground);

- (iii) **"Closing Date"** means the date mutually agreed to by the parties for the closing of the transaction contemplated herein;
- (iv) **"Commercial Production"** means the exploitation of Ore, provided that Commercial Production will be deemed to have commenced:
  - (A) if a plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been processed through such plant for not less than fifteen (15) days; or
  - (B) if no plant is located on the Property, on the first day of the month following the first period of thirty (30) consecutive days during which any Ore has been shipped from the Property for the purpose of earning revenue;
- (v) **"Ore"** means any rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any other materials or substances removed or recovered from the Property through any mining, milling, quarrying, processing, concentrating, smelting activity, refining activity or extractive process;
- (vi) **"Product"** means:
  - (A) all Ore shipped and sold prior to treatment, and
  - (B) all concentrates, precipitates and products produced by or for the Purchaser from Ore;
- (vii) **"Royalty Interest"** means the two percent (2.0%) gross royalty granted to and reserved for Mr. Kalt in accordance with the terms and conditions of this Agreement, calculated and paid in accordance with Schedule "B" hereto.

## **2. REPRESENTATIONS AND WARRANTIES**

- (a) The Purchaser represents and warrants to the Vendor that:
  - (i) it is a body corporate duly formed, organized and validly subsisting under the laws of its incorporating jurisdiction and is duly qualified to acquire, explore and develop mineral claims in British Columbia; and
  - (ii) it has full power and authority to carry on its business and to enter into this Agreement and any agreement or instrument referred to or contemplated by this Agreement and to perform its obligations thereunder; and



- (iii) the execution and delivery of this Agreement and any agreements contemplated hereby will not violate or result in the breach of the laws of any jurisdiction applicable or pertaining thereto, its constating documents, or any contract or commitment by which it is bound; and
  - (iv) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (b) The Vendor represents, warrants and covenants with the Purchaser that:
- (i) it has the exclusive right to enter into this Agreement and has all necessary authority to dispose of all right, title and interest in and to the Property in accordance with the terms and conditions of this Agreement; and
  - (ii) it is the recorded or beneficial owner of a one hundred percent (100%) right, title and interest in and to the Property; and
  - (iii) it is resident in Canada within the meaning of the *Income Tax Act* (Canada).
- (c) The representations, warranties and covenants hereinbefore set out are true as at the date hereof and will be true as at the Closing Date, are conditions on which the parties have relied in entering into this Agreement, and each party will indemnify and save the other harmless from all loss, damage, costs, actions and suits arising out of or in connection with any breach of any representation, warranty, covenant, agreement or condition made by such party and contained in this Agreement.

### **3. PURCHASE AND SALE**

- (a) Upon and subject to the terms and conditions of the Agreement, the Vendor hereby agrees to sell, and the Purchaser agrees to purchase, an undivided one hundred percent (100%) right, title and interest in and to the Claims, free and clear of all liens, charges and encumbrances whatsoever, save and except for the Royalty Interest.
- (b) The purchase consideration for the Claims (the "**Purchase Consideration**") will be paid by the Purchaser on the Closing Date unless otherwise specified below:
  - (i) a cash amount of CDN\$43,510.64 shall be paid to the Vendor upon the Closing Date; and
  - (ii) the Royalty Interest shall be granted to and reserved at all times for Mr. Kalt.

### **4. TRANSFER OF CLAIMS**

- (a) On the Closing Date and upon written request by the Purchaser, the Vendor shall deliver to the Purchaser duly executed registrable transfers in favour of the Purchaser of a one hundred percent (100%) right, title and interest in and to the Claims and the Purchaser shall be entitled to record all transfers with the

appropriate governmental office at its own cost and expense in order to effect the transfer of the Property into its name.

## 5. ROYALTY INTEREST

- (a) Subject to the terms and conditions of this Agreement, there is hereby reserved for and granted to at all times onto Mr. Kalt the Royalty Interest. The Royalty Interest shall be deemed to be an interest in the land and run with the land.
- (b) Notwithstanding anything in this Agreement, the Purchaser will be under no obligation whatsoever to maintain the Claims in good standing or to place the Claims into Commercial Production, and if the Claims are placed into Commercial Production, the Purchaser will have the right at any time to curtail, suspend or terminate such Commercial Production as the Purchaser deems commercially reasonable. If the Purchaser abandons its interest in the Claims, the provisions of this Agreement with respect to the Royalty Interest will apply to any interest in the ground comprised in the Claims re-acquired by the Purchaser, or any affiliate thereof, within a period of two (2) years following such abandonment.
- (c) The Purchaser will have the right to commingle with ore or concentrates produced from other properties owned or controlled by the Purchaser, provided that the Purchaser will adopt and employ reasonable practices and procedures for weighing, sampling and assaying in order to determine the amount of Product derived from, or attributable to, Ore, and will maintain accurate records in respect thereof which will be made available to Mr. Kalt or his authorized representatives during normal business hours upon reasonable notice.

## 6. DISPOSITION OF INTEREST

- (a) The Purchaser may at any time sell, transfer or otherwise dispose of all or any portion of its interest in and to the Claims without obtaining the consent of the Vendor, provided that in the event of any sale, transfer or other disposition of any nature or kind whatsoever by the Purchaser of the claims or any interest therein or any part thereof to a party other than the Vendor (a "**Third Party Purchaser**"), the Purchaser will:
  - (i) furnish to the Third Party Purchaser a true copy of this Agreement; and
  - (ii) procure the written agreement of the Third Party Purchaser to be bound by this Agreement as if it were a party thereto in place and instead of the Purchaser to the extent of the interest disposed of; and
  - (iii) ensure that in any agreement or deed of sale, assignment or disposition of any nature to a Third Party Purchaser there is a covenant which would:
    - (A) bind the Third Party Purchaser and its successors and assigns to the same obligations and effect as this subsection 6; and
    - (B) obliges the Third Party Purchaser to register any such agreement, deed of sale, assignment or disposition at the public registers in which it is required or customary to register

mining agreements pertaining to minerals, is contained therein.

- (b) Prior to the Closing Date, the Vendor will not transfer, convey, assign, mortgage charge or grant any option in respect of or grant a right to purchase or in any manner transfer or alienate any of their interests in the Claims.
- (c) After the Closing Date, Mr. Kalt may, subject to the terms and conditions of this Agreement, assign all or any portion of the Royalty Interest in his sole discretion, provided that notice of such assignment is provided to the Purchaser and the transferee first agrees to be bound by the terms and conditions of this Agreement.
- (d) If any right, power or interest of any party in any property under this Agreement would violate the rule against perpetuities, then such right, power or interest will terminate at the expiration of 20 years after the death of the last survivor of all the lineal descendants of Her Majesty, Queen Elizabeth II of England, living on the date of execution of this Agreement.

## 7. **NOTICE**

- (a) Any notice, direction or other instrument required or permitted to be given under this Agreement will be in writing and may be given by the delivery of the same or by mailing the same by prepaid registered or certified mail or by sending the same electronic mail (e-mail) or other similar form of communication, in each case addressed to the addresses of the parties as set out on the first page of this Agreement, and if sent by email, as follows:

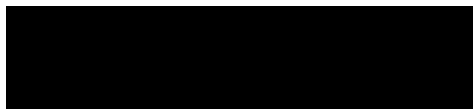
- (i) if to the Purchaser at:

810-789 West Pender Street  
Vancouver, BC V6C 1H2  
info@buckgold.ca

- (ii) if to the Vendor at:

200-1001 1<sup>st</sup> Street SE  
Calgary, AB T2G 5G3  
legal@kalt.ca

- (iii) if to Mr. Kalt at:



- (b) Any notice, direction or other instrument aforesaid will, if delivered, be deemed to have been given and received on the day it was delivered; if sent by electronic mail, be deemed to have been given and received on the next business day following transmission; and if mailed, be deemed to have been given and received on the fifth day following the day of mailing, except in the event of disruption of the postal services, in which event notice will be deemed to be given and received only when actually received.

- (c) Any party may at any time give to the other, notice in writing of any change of address or e-mail address of the party giving such notice, and from and after the giving of such notice, the address or e-mail address therein specified will be deemed to be the address or e-mail address of such party for the purposes of giving notice hereunder.

**8. GENERAL**

- (a) This Agreement constitutes the entire agreement between the parties and replaces and supersedes all prior agreements, memoranda, correspondence, communications, negotiations and representations, whether verbal or written, express or implied, statutory or otherwise between the parties with respect to the subject matter herein.
- (b) The parties hereto agree that they and each of them will reasonably execute all documents and do all acts and things within their respective powers to carry out and implement the provisions and intent of this Agreement.
- (c) The headings to the respective sections herein will not be deemed part of this Agreement but will be regarded as having been used for convenience only.
- (d) Unless otherwise specified, all references to monies in this Agreement will be in Canadian funds. All payments to be made hereunder will be made by certified cheque or bank draft delivered to such party at its address for notice purposes as provided herein, or for the account of such party at such bank as such party may designate from time to time by written notice. Said bank or banks will be deemed the agent of the designating party for the purpose of receiving, collecting and receipting such payment.
- (e) Subject to the provisions of section 6, this Agreement and the Royalty Interest will enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.
- (f) This Agreement will be governed and interpreted in accordance with the laws of British Columbia and the laws of Canada applicable therein. All actions arising from this Agreement will be commenced and prosecuted in the courts of British Columbia, and the parties hereby attorn to the jurisdiction thereof.
- (g) This Agreement may be executed in counterparts and by electronic delivery, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

**BUCK GOLD INC.**

Per:           "Ryan Kalt"            
          Authorized Signatory

**KALT INDUSTRIES LTD.**

Per:           "Ryan Kalt"            
          Authorized Signatory

          "Ryan Kalt"            
**RYAN KALT**

**THIS IS SCHEDULE "A"**  
**TO THE BUCK REGIONAL III PURCHASE AND SALE AGREEMENT**  
**DATED MARCH 23, 2021, AMONG**  
**BUCK GOLD INC.**  
**AND**  
**KALT INDUSTRIES LTD.**  
**AND**  
**RYAN KALT**

**Property Description**

License	License Name	Location	Hectares
1081786	BW 5	British Columbia	1,882.04
1081787	BW6	British Columbia	1,751.03
1081788	BW7	British Columbia	1,808.96
1081789	BW7	British Columbia	1,866.81
1081790	BW8	British Columbia	1,868.94
1081791	BW9	British Columbia	1,814.18
1081792	BW10	British Columbia	1,872.47
1081793	BW11	British Columbia	1,815.92
1081794	BW12	British Columbia	1,809.96
1081795	BW13	British Columbia	1,810.98
1081796	BW13	British Columbia	1,812.41
1081797	BW14	British Columbia	1,587.29
1081798	BW15	British Columbia	1,134.66
1081799	BE14	British Columbia	1,894.96
1081800	BE15	British Columbia	132.64
			24,863.24

**THIS IS SCHEDULE "B"**  
TO THE BUCK REGIONAL III PURCHASE AND SALE AGREEMENT  
DATED MARCH 23, 2021, AMONG  
**BUCK GOLD INC.**  
AND  
**KALT INDUSTRIES LTD.**  
AND  
**RYAN KALT**

**Gross Royalty**

1. The Royalty Interest payable and deliverable by Buck Gold Inc. (the "**Payor**") to Ryan Kalt (the "**Payee**") pursuant to the above referenced Agreement shall be two percent (2.0%) of the Gross Revenue (as hereinafter defined) and will be calculated and paid to the Payee by the Payor in accordance with the terms and conditions of this Schedule "B". Terms having defined meanings in the Agreement and used herein will have the same meanings in this Schedule "B" as assigned to them in the Agreement unless otherwise specified or the context otherwise requires. This agreement will inure to the benefit of and be binding upon the parties and their respective successors and permitted assigns.
2. The Gross Revenue will be calculated on a calendar quarterly basis and will, subject to paragraph 7 of this Schedule "B", be equal to Gross Revenue (as hereinafter defined) for such quarter.
3. The following words will have the following meanings:
  - (a) "**Gross Revenue**" means the aggregate of the following amounts received in each quarterly period:
    - (i) the gross revenue received by the Payor from arm's length purchasers of all Product; and
    - (ii) the fair market value of all Product sold by the Payor in such quarter to persons not dealing at arm's length with the Payor; and
    - (iii) any proceeds of insurance on Product.
  - (b) "**Ore**" means all rocks, minerals, ore, concentrate, precious metals, base metals, precious stones and all other elements and any and all other materials or substances removed or recovered from the Property through any mining, milling, quarrying, brine recovery, extraction, processing, concentrating, smelting or refining activity;
  - (c) "**Product**" means:
    - (i) all Ore shipped and sold; and
    - (ii) all concentrates (including, without limitation, leachates, precipitates and other concentrates), and all other products produced by or for the Payor from Ore.

4. The Payor shall have the right to commingle with ores from the Property, ore produced from other properties, provided that prior to such commingling, the Payor shall adopt and employ reasonable practices and procedures for weighing, determination of moisture content, sampling and assaying, as well as utilize reasonable accurate recovery factors in order to determine the amounts of products derived from, or attributable to Ore mined and produced from the Property. The Payor shall maintain accurate records of the results of such sampling, weighing and analysis as pertaining to ore mined and produced from the Property.
5. The Royalty Interest will be calculated and paid within forty-five (45) calendar days after the end of each calendar quarter. Sales and smelter settlement sheets, as applicable, and a statement setting forth calculations in sufficient detail to show the payment's derivation (each a "**Statement**") must be submitted with the payment. At the sole election of the Payee, being an election which may be changed from time to time by the Payee, and upon notice to the Payor by the Payee of not less than sixty (60) calendar days, any amounts due under the Royalty Interest shall be delivered in-kind by way of physical delivery of the produced commodity (a "**Physical Royalty Payment**").
6. Within one-hundred and twenty (120) calendar days of the end of the Payor's fiscal year end, the Payor will deliver to the Payee a compilation report of the Statements provided by Payor to the Payee during the prior fiscal year (a "**Compilation Report**") together with the Payor's auditor's report confirming that in their opinion the Compilation Report accurately sets out the Royalty Interest payments due to Payee during the prior fiscal year, and the audited financial statements of the Payor for the prior fiscal year (the "**Royalty Audit Materials**"). All Royalty Interest payments will be considered final and in full satisfaction of all obligations of the Payor with respect thereto, unless the Payee delivers to the Payor a written notice (an "**Objection Notice**") describing and setting forth a specific objection to the calculation thereof within ninety (90) calendar days after receipt by the Payee of the Royalty Audit Materials. If the Payee objects to a particular Statement as herein provided, the Payee will, for a period of ninety (90) calendar days after the Payor's receipt of such Objection Notice, have the right, upon reasonable notice and at reasonable times, to have the Payor's accounts and records relating to the calculation of the Royalty Interest payments audited by auditors independent of both the Payee and the Payor. If such audit determines that there has been a deficiency or an excess in the payment made to the Payee, such deficiency or excess will be resolved by adjusting the next Royalty Interest payment due hereunder. The Payee will pay all the costs and expenses of such audit if a deficiency of less than two (2%) percent of the amount due is determined to exist. The Payor will pay all the costs and expenses of such audit if a deficiency of two percent (2%) or more of the amount due is determined to exist. All books and records used and kept by the Payor to calculate the Royalty Interest due hereunder will be kept in accordance with International Financial Reporting Standards ("**IFRS**").
7. All profits and losses resulting from the Payor engaging in any commodity futures trading, option trading, metals trading, metals loans or any combination thereof, and any other hedging transactions with respect to mineral products (collectively, "**Hedging Transactions**") are specifically excluded from calculations of the Royalty Interest, it being understood by the parties that Payor may engage in speculative hedging trading activities for its own account. All Hedging Transactions by the Payor and all profits or losses associated therewith, if any, shall be solely for the Payor's



account, irrespective of whether or not mineral products are delivered in fulfilment of such obligations.

8. If the Royalty Interest becomes payable to two or more parties as joint holders, those parties will appoint, and will deliver to the Payor a document executed by all of those parties appointing, a single agent or trustee of all such parties to whom the Payor will make all payments on account of the Royalty Interest. The Payor will have no responsibility as to the division of the Royalty Interest payments among such parties, and if the Payor makes a payment or payments on account of the Royalty Interest in accordance with the provisions of this paragraph 8, it will be conclusively deemed that such payment or payments have been received by the parties entitled thereto. All charges of the agent or trustee will be borne solely by the parties receiving payments on account of the Royalty Interest.
9. To the maximum extent permitted, the Royalty Interest creates a direct and real property and land interest in the Property and constitutes a covenant running with the Property. The holder of the Royalty Interest shall be entitled to register the Royalty Interest against the Property. Any expense associated with establishing, registering or perfecting the Royalty Interest as a real property interest shall be for the account of the Payee. The Royalty Interest will run with the title to the Property such that any form of any assignment, succession, disposition or transfer of the Property, or any interest therein, shall be subject to the Royalty Interest. For additional certainty, it is the intent of the parties hereto that, to the extent allowed by law, the Royalty Interest shall constitute a vested interest in and a covenant running with the land affecting the Property and all successions thereof whether created privately or through governmental action. The Royalty Interest shall also continue to apply under any transfer or assignment of the Property pursuant to any receivership, bankruptcy or any other creditor protection transaction to which the Payor and its permitted successors or assigns may become party to.
10. The Payor will indemnify and save the Payee harmless from any loss, cost or liability including, without limitation, reasonable legal fees arising from a claim against the Payee in respect of any failure by the Payor to at all times comply with all applicable present or future federal, provincial, territorial and local laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies and guidelines relating to the Payor or the Property; provided, however, the Payor shall have the right to contest any of the same if such contest does not jeopardize the Property or the Payee's rights thereto or under this Agreement.
11. The Payor will indemnify and save the Payee harmless from any loss, cost or liability (including, without limitation, reasonable legal fees) arising from a claim against the Payee in respect of: any failure by the Payor to timely and fully perform all abandonment, restoration, remediation and reclamation required by all governmental authorities pertaining or related to the operations or activities of by the Payor on or with respect to the Property or required under this Agreement; the Payor causing, suffering, or permitting any condition or activity at, on or in the vicinity of the Property which constitutes a nuisance; or, any failure by the Payor which results in a violation of or liability under any present or future applicable federal, territorial, provincial or local environmental laws, statutes, rules, regulations, permits, ordinances, certificates, licences and other regulatory requirements, policies or guidelines.

12. All decisions concerning methods, the extent, times, procedures and techniques of any exploration, development, mining, leaching, milling, processing, extraction treatment, if any, and the materials to be introduced into the Property or produced therefrom, and except as otherwise provided in this Agreement all decisions concerning the sale or other disposition of Product (including, without limitation, decisions as to buyers, times of sale, whether to store or stockpile Ore for a reasonable length of time without selling the same) shall be made by the Payor, acting reasonably and in accordance with good mining and engineering practice in the circumstances.
13. All tailings or waste material shall be the property of the Payor and the Payor shall have no obligation to process or extract substances therefrom. If the Payor elects to extract Product of value therefrom and utilizes or sells the same, the Payee shall receive payments in respect of the Royalty Interest during commercial production of such Product. If the Payor commingles the tailings or waste material produced from the Property with tailings and waste material not produced from the Property, the Payor shall record the tonnage amount and source of such tailings and waste material prior to commingling and the Royalty Interest payments, if any, shall be based upon the recoverable pro rata portion of the minerals in the tailings or waste material derived from the Property.
14. Within 60 calendar days following the end of each calendar year, the Payor will provide the Payee with an annual report of Product mined, quarried or extracted, Product milled or processed, recoveries, and grades, with respect to the Property during such calendar year. Such annual report shall include estimates of proposed expenditures upon, anticipated production from and estimated remaining Product reserves on the Property for the succeeding calendar year and any changes to, or replacements of, the mine plan or any "life of mine plan" with respect to the Property. The Payor will provide the Payee with a copy of any "life of mine plan", if produced, within calendar 30 days of its approval by Payor and any changes to, or replacements of, any such "life of mine plan" or any mine plan within 30 days after such change or replacement thereof.
15. Upon not less than five (5) business days notice to the Payor, the Payee, or its authorized agents or representatives, may, under the direction and control of the Payor, enter upon all surface and sub-surface portions of the Property for the purpose of inspecting the Property, all improvements thereto and operations thereon, and all production records and data pertaining to all production activities and operations on or with respect to the Property, including without limitation, records and data that are electronically maintained.
16. All payments due to the Royalty Interest shall be made in U.S. dollars (the "**Royalty Payment Currency**"). The Payee may, from time to time and at his sole election, change the Royalty Payment Currency of the Royalty Interest to any major global currency, subject to written notice by the Payee to the Payor of at least five (5) business days prior to the date on which the next Royalty Interest payment is due. Payments under the Royalty Interest shall be made without demand, notice, set-off, or reduction, by wire transfer in good, immediately available funds, to such account or accounts as the Payee may designate pursuant to wire instructions provided by the Payee to the Payor not less than five (5) business days prior to the date upon which such payment is to be made.
17. The Payor agrees and covenants that it shall not enter into any other royalty transaction or grant any other royalty to a third-party as it involves the Property

without the prior written consent of the Payee, such consent being at the sole discretion of the Payee.