ORIGEN RESOURCES INC.

(formerly 1223104 B.C. Ltd.)

Financial Statements
(Expressed in Canadian Dollars)

As at and for the period from incorporation on September 12, 2019 to March 31, 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Origen Resources Inc. (formerly 1223104 B.C. Ltd.)

Opinion

We have audited the accompanying financial statements of Origen Resources Inc. (formerly 1223104 B.C. Ltd.) (the "Company"), which comprise the statement of financial position as at March 31, 2020, and the statements of loss and comprehensive loss, changes in shareholder's deficiency, and cash flows for the period from incorporation on September 12, 2019 to March 31, 2020, 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 March 31, 2020, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has a working capital deficiency of $129,806 as at March 31, 2020 and is dependent on its ability to obtain additional financing and generate profitable operations in the future. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information 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 Grant P. Block.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

July 22, 2020

ORIGEN
RESOURCES INC.
(formerly 1223104 B.C. Ltd.)
Statement of Financial Position
(Expressed in Canadian dollars)
As at

		March 31, 2020
Assets		
Current:		
Cash	$	**808**
Receivables		**270**
Total assets	**$**	**1,078**
Liabilities and shareholder's deficiency		
Current:		
Accounts payable and accrued liabilities	$	**130,884**
		130,884
Shareholder's deficiency		
Share capital (Note 4)		**1**
Deficit		**(129,807)**
		(129,806)
Total liabilities and shareholder's deficiency	**$**	**1,078**

Nature and continuance of operations (Note 1)
Subsequent events (Note 8)

Approved on Behalf of the Board on July 22, 2020:

"Mike Sieb" *"Gary Schellenberg"*

Mike Sieb, Director Gary Schellenberg, Director

The accompanying notes are an integral part of these Financial Statements.

ORIGEN
RESOURCES INC.
(formerly 1223104 B.C. Ltd.)
Statement of Loss and Comprehensive Loss
For the period from incorporation on September 12, 2019 to March 31, 2020
(Expressed in Canadian dollars)

Operating expense		
Office and miscellaneous	$	**184**
Professional fees		**124,623**
Transfer agent and filing fees		**5,000**
Loss and comprehensive loss for the period	**$**	**$ (129,807)**
Basic and diluted loss per common share	**$**	**(129,807)**
Weighted average number of common share outstanding – basic and diluted		**1**

The accompanying notes are an integral part of these Financial Statements.

ORIGEN
RESOURCES INC.
(formerly 1223104 B.C. Ltd.)
Statement of Changes in Shareholder's Deficiency
(Expressed in Canadian dollars)

	Number of Common Shares	Share capital	Deficit	Total
Balance, September 12, 2019	-	$ -	$ -	$ -
Shares issued for cash on incorporation	1	1	-	1
Loss and comprehensive loss for the period	-	-	129,807	129,807
Balance, March 31, 2020	**1**	**$ 1**	**$(129,807)**	**$(129,806)**

The accompanying notes are an integral part of these Financial Statements.

ORIGEN
RESOURCES INC.
(formerly 1223104 B.C. Ltd.)
Statement of Cash Flows
For the Period from Incorporation on September 12, 2019 to March 31, 2020
(Expressed in Canadian dollars)

Cash flows from operating activities		
Net loss for the period	**$**	**(129,807)**
Changes in non-cash working capital items:		
Receivables		**(270)**
Accounts payable and accrued liabilities		**130,884**
Net cash provided by operating activities		**807**
Cash flows from financing activities		
Issuance of shares		**1**
Net cash received from financing activities		**1**
Net change in cash		**808**
Cash, beginning of the period		**-**
Cash, end of the period	**$**	**808**

The accompanying notes are an integral part of these Financial Statements.

1 NATURE AND CONTINUANCE OF OPERATIONS

Origen Resources Inc. (formerly 1223104 B.C. LTD.) (the “Company”) was incorporated under the Business Corporations Act (British Columbia) (“BCBCA”) on September 12, 2019. The address of its head office is located at Suite 488-625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6. The Company’s registered and records office is 400 – 725 Granville Street, Vancouver, British Columbia, Canada, V7Y 1G5.

On April 28, 2020, the Company and Raffles Financial Group Limited, formerly Explorex Resources Inc. (“Raffles”), closed their plan of arrangement (the “Transaction”). Pursuant to the Transaction, Raffles has spun out certain assets and liabilities to the Company, along with the transfer of $500,000 in cash, for consideration of 13,621,938 common shares and 935,325 warrants of the Company to Raffles’ shareholders. Subsequent to the completion of the Transaction, the Company has listed its common shares on the Canadian Securities Exchange under the symbol ORGN.

The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations. As at March 31, 2020, the Company had working capital deficiency of $129,806, had not yet achieved profitable operations and has an accumulated deficit of $129,807 since its inception. The Company expects to incur further losses in the development of its business. All of these circumstances comprise a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. If the going concern assumption were not appropriate for these financial statements, it could be necessary to restate the Company’s assets and liabilities on a liquidation basis.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds.

2 BASIS OF PRESENTATION

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

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

3 SIGNIFICANT ACCOUNTING POLICIES

a) Financial instruments

The following is the Company's accounting policy for financial assets and liabilities:

<u>Financial assets:</u>

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (FVTOCI"), or at amortized cost.

The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of loss and comprehensive loss in the period. The Company has classified its cash as fair value through profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

a) Financial instruments (cont'd…)

Financial assets: (cont'd…)

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

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

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Amortized cost: This category includes accounts payable which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

b) Exploration and evaluation assets

Exploration costs are capitalized on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. No exploration costs are capitalized until the legal right to explore the property has been obtained. When it is determined that such costs will be recouped through successful development and exploitation, the capitalized expenditures are depreciated over the expected productive life of the asset. Costs for a producing asset are amortized on a unit-of-production method based on the estimated life of the ore reserves, while costs for the prospects abandoned are written off.

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

b) Exploration and evaluation assets (cont'd…)

Impairment review for exploration and evaluation assets is carried out on a project by project basis, with each project representing a single cash generating unit. At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that these assets are impaired. An impairment review is undertaken when indicators of impairment arise but typically when one or more of the following circumstances apply:

- Unexpected geological occurrences are identified that render the resource uneconomical;
- Title to the asset is compromised;
- Fluctuations in the metal prices render the project uneconomical;
- Variation in the currency of operations; and
- Threat to political stability in the country of operation.

From time to time, the Company may acquire or dispose of exploration and evaluation assets pursuant to the terms of option agreements. Due to the fact that these options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation assets or recoveries when the payments are made or received.

The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to farm out its exploration and evaluation assets, the ability to obtain the necessary financing to complete their development and future profitable production or proceeds from their disposition thereof.

When entitled, the Company records refundable mineral exploration tax credits or incentive grants on an accrual basis and as a reduction of the carrying value of the mineral property interest. When the Company is entitled to non-refundable exploration tax credits, and it is probable that they can be used to reduce future taxable income, a deferred income tax benefit is recognized.

c) Impairment of tangible and intangible assets

Tangible and intangible assets with finite useful lives are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the assets' cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

c) Impairment of tangible and intangible assets (cont'd)

An impairment loss is charged to profit or loss except to the extent it reverses gains previously recognized in other comprehensive loss/income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized in profit or loss.

d) Leases

Except for short term leases and leases of low-value assets, the Company (i) recognizes 'right-of-use' assets and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments discounted at the incremental borrowing rate; (ii) recognizes depreciation of right-of-use assets and interest on lease liabilities in the statement of loss; and (iii) separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the statement of cash flows.

e) Valuation of equity units issued in private placements

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are assigned value based on the residual value method and included in share capital with the common shares that were concurrently issued. Warrants that are issued as payment for agency fees or other transactions costs are accounted for as share-based payments.

f) Share-based compensation

The Company uses the fair value-based method for measuring compensation costs. The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

f) Share-based compensation (cont'd…)

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

g) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable relating to previous years.

Deferred tax is recognized in respect to the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

h) Significant judgments, estimates and assumptions

The preparation of these financial statements requires management to make judgment, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual outcomes could differ from these estimates.

3 SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

The preparation of these financial statements requires management to make judgements regarding the going concern of the Company, as disclosed in Note 1, and deferred tax assets. Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

4 SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

On September 12, 2019, the date of incorporation, the Company issued one common share at a price of $1.

5 CAPITAL MANAGEMENT

Capital is comprised of items within the Company's shareholder's deficiency. As at March 31, 2020, the Company's shareholder's deficiency was $129,806. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects. The Company is not subject to any externally imposed capital requirements.

6 FINANCIAL INSTRUMENTS AND RISK

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

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

The fair value of cash is based on Level 1 inputs of the fair value hierarchy.

The fair value of the Company's receivables and accounts payable and accrued liabilities approximates their carrying values due to their short-term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2020, the Company had a cash balance of $808 to settle current liabilities of $130,884.

6 FINANCIAL INSTRUMENTS AND RISK (cont'd…)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The interest rate risk on cash is not considered significant.

b) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and the stock market to determine the appropriate course of action to be taken by the Company.

7 INCOME TAXES

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

		2020
Loss for the period	$	(129,807)
Expected income tax recovery		(35,000)
Change in unrecognized deductible temporary differences		35,000
Income tax recovery	$	-

(Expressed in Canadian dollars)

7 INCOME TAXES (cont'd…)

The significant components of the Company's deferred tax assets that were not recognized are as follows:

		March 31, 2020
Deferred income tax assets:		
Non-capital losses carried forwards	$	35,000
Net deferred income tax assets not recognized	$	35,000

No deferred tax asset has been recognized in respect of the above because the amount of future taxable profit that will be available to realize such assets is not probable.

The Company has approximately $130,000 in non-capital losses for Canadian income tax purposes. These losses, if not utilized, will expire in 2040.

8 SUBSEQUENT EVENTS

Subsequent to the period end:

a) Concurrently with the Transaction, the Company closed a private placement for gross proceeds of $200,496 through the sale of 1,113,867 units at a price of $0.18 per unit. Each unit is comprised of one common share and one share purchase warrant, with each share purchase warrant exercisable for 2 years at $0.22 per common share.

b) On May 11, 2020, the Company acquired 100% interest in the Broken Handle Project located 50km north of Grand Forks, British Columbia, through issuance of 1,500,000 shares to the vendor. The property is subject to a 1% Net Smelter Return ("NSR") royalty. The Company has the option to purchase one-half (0.5%) of the 1.0% NSR royalty for $1,000,000.

c) On May 11, 2020, the Company entered into a Sale, Assignment and Assumption Agreement (the "Assumption Agreement") with Ironwood Capital Corp. ("Ironwood") (TSX-V: IRN.P) with respect to the purchase and assumption by Ironwood of all of the Company's rights, title and interest in, to and under its interest in an option and joint venture agreement (the "Underlying Agreement") relating to Kagoot Brook Cobalt Project ("Kagoot Brook") dated May 10, 2018, as amended on January 7, 2020, with Great Atlantic Resources Corp. ("Great Atlantic"). On April 29, 2020, the Company acquired the Kagoot Brook as part of the Transaction.

8 SUBSEQUENT EVENTS (cont'd…)

Under the Assumption Agreement, the Company will sell, transfer, assign, convey and set over to Ironwood all of the Company's right, title, benefit, interest and obligations in, to and under the Underlying Agreement. As consideration for the assignment, Ironwood will issue an aggregate of 500,000 common shares of Ironwood to the Company. The transaction is subject to completion of certain conditions precedent, including without limitation receipt of Exchange approval and written consent of Great Atlantic to the assignment of the Underlying Agreement.

d) On May 15, 2020, the Company entered into a termination agreement in respect to a consulting agreement that the Company has assumed as part of the Transaction. The Company settled all future contractual obligations by issuing 275,000 shares of the Company and paying $25,000.

e) On May 27, 2020, the Company entered into a Sale and Assignment Agreement to acquire 100% interest in the LGM property located in British Columbia and an option to acquire 100% interest in the Wishbone property located in British Columbia from Orogenic Regional Exploration Ltd. ("Orogenic"). In consideration for the assignment and the property transfer, the Company:

- Paid a non-interest-bearing advance to Orogenic in the amount of $25,000 which is repayable by September 10,2020 with a fee of up to $10,000;
- Issued 5,000,000 common shares of which 1,000,000 common shares was held by the Company until repayment of the $25,000 advance; and
- Granted Orogenic a right to appoint a further member of the Board of Directors of the Company.

The LGM and Wishbone properties are subject to NSR royalties of 2% and 1%, respectively.

f) On June 1, 2020, the Company granted 1,800,000 stock options exercisable into common shares of the Company to its Directors, employees and consultants of the Company. The options are exercisable at a price of $0.15 per common share until June 1, 2025.

g) On June 4, 2020, the Company entered into a strategic investment agreement with Exploits Gold Corp. ("Exploits"). Exploits is a private exploration company engaged in exploring for district scale high-grade gold deposits in the Central Newfoundland Gold Belt. The Company has been granted an exclusive one year right of first refusal to acquire any of the new projects generated by Exploits in exchange for a subscription of 666,667 common shares of Exploits at a price of $0.15 per share for gross proceeds of $100,000. The transaction is deemed to be a related party transaction by virtue of two common directors.

8 SUBSEQUENT EVENTS (cont'd…)

h) On June 12, 2020, the Company granted Tearlach Resources Ltd. ("Tearlach") an option to acquire a 75% interest in the Bonanza Mountain gold and copper project, which was obtained as part of the Transaction, by incurring $500,000 in exploration expenditures on the property, paying the Company $210,000 ($10,000 was received by the Company) and issuing 500,000 shares over a three-year period. Upon exercise of the option, the Company will be granted a 1.5% NSR royalty on the property, of which Tearlach can purchase 1.0% of the NSR royalty for $1,000,000 within one year of commencement of commercial production.