

EVOLUTION GLOBAL FRONTIER VENTURES CORP.
(formerly Ascension Exploration Inc.)

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW
OF THE CONDENSED INTERIM FINANCIAL STATEMENTS**

The accompanying condensed interim financial statements of Evolution Global Frontier Ventures Corp. (formerly Ascension Exploration Inc.) as at and for the periods ending March 31, 2021 and 2020, have been prepared by the management of the Company and approved by the Company's Audit Committee.

Under National Instrument 51-102, Part 4, subsection 4.2(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by CPA Canada for a review of the condensed interim financial statements by an entity's auditor.

EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
STATEMENTS OF CONDENSED INTERIM FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

As at,	March 31, 2021	September 30, 2020
ASSETS		
Current		
Cash	\$ 34,584	\$ 241,839
GST receivable	8,465	1,569
Prepaid expenses	-	21,785
Non-current		
Exploration and evaluation assets (Note 4)	20,000	20,000
TOTAL ASSETS	\$ 63,049	\$ 285,193
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current		
Accounts payable and accrued liabilities (Notes 5 and 7)	\$ 18,318	\$ 47,319
Non-current		
Loans payable (Notes 6 and 7)	77,879	97,012
Total Liabilities	96,197	144,331
Shareholders' Equity (deficiency)		
Share capital (Note 8)	350,450	355,200
Contributed surplus (Notes 6 and 8)	6,522	6,522
Deficit	(390,120)	(220,860)
Total shareholders' equity (deficiency)	(33,148)	140,862
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)	\$ 63,049	\$ 285,193

Nature and continuance of operations (Note 1)

Subsequent events (Note 11)

Approved and authorized by the Board on May 19, 2021:

<u>"Nelson Lau"</u> Nelson Lau	Director	<u>"Ron Miles"</u> Ron Miles	Director
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The accompanying notes are an integral part of these condensed interim financial statements.

EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the periods ended March 31, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended		Six Months Ended	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
EXPENSES				
Consulting fees	\$ 1,000	\$ 34,658	\$ 2,000	\$ 34,658
Exploration expenses (recovery)	(5,084)	-	104,357	-
Foreign exchange loss	672	-	4,878	-
General and office administration	101	-	146	-
Interest expense	2,809	-	6,343	-
Management fees	3,833	6,000	7,333	6,000
Professional fees	9,597	-	17,297	-
Registration, filing and transfer agent fees	10,740	-	26,906	-
Loss for the period	\$ (23,668)	\$ (40,658)	\$ (169,260)	\$ (40,658)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding	14,250,000	13,200,000	14,401,374	13,200,000

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

EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the periods ended March 31, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

Period ended,	March 31 2021	March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (169,260)	\$ (40,658)
Interest expense on loan	6,343	-
Shares to be returned to shareholders	(4,750)	-
Changes in non-cash working capital items:		
Prepaid expenses	21,785	-
GST receivable	(6,896)	-
Accounts payable and accrued liabilities	(29,001)	40,658
Net cash used in operating activities	(181,779)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	-	182,700
Repayment of loan	(25,476)	-
Net cash provided by (used in) financing activities	(25,476)	182,700
Change in cash for the period	(207,255)	182,700
Cash, beginning of period	241,839	22,500
Cash, end of period	\$ 34,584	\$ 205,200

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EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
CONDENSED INTERIM STATEMENTS OF SHAREHOLDERS' EQUITY
For the periods ended March 31, 2021 and 2020
(Unaudited - Expressed in Canadian Dollars)

	Share Capital				
	Number	Amount	Contributed Surplus	Deficit	Total
		\$	\$	\$	\$
Balance at September 30, 2019	4,500,000	22,500	-	(99,640)	(77,140)
Private Placement	8,700,000	182,700	-	-	182,700
Loss for the period	-	-	-	(40,658)	(40,658)
Balance at March 31, 2020	13,200,000	205,200	-	(140,298)	64,902
Balance at September 30, 2020	15,200,000	355,200	6,522	(220,860)	140,862
Shares returned to treasury	(950,000)	(4,750)	-	-	(4,750)
Loss for the period	-	-	-	(169,260)	(169,260)
Balance at March 31, 2021	14,250,000	350,450	6,522	(390,120)	(33,148)

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

EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020

1. NATURE AND CONTINUANCE OF OPERATIONS

Evolution Global Frontier Ventures Corp. (formerly Ascension Exploration Inc.) (the “Company”) is incorporated under the Business Corporations Act, (British Columbia). The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. The Company was incorporated on October 13, 2016 as Ascension Exploration Inc. On June 8, 2020, the Company changed its name to Evolution Global Frontier Ventures Corp.

The Company’s head office and records office is located at 810 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2. Effective December 11, 2020, the Company shares traded on the Canadian Securities Exchange.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These condensed interim financial statements have been prepared by management 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. At March 31, 2021, the Company had not yet achieved profitable operations, had accumulated losses of \$390,120 (September 30, 2020 - \$220,860) since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance and basis of presentation

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed interim financial statements should be read in conjunction with the audited financial statements of the Company as at and for the year ended September 30, 2020.

The condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company’s 2020 audited financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments classified at fair value through profit or loss which are stated at their fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting.

The preparation of 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. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

Foreign exchange

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian Dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian Dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive loss.

3. SIGNIFICANT ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed interim financial statements include estimates which, by their nature, are uncertain. The impact of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information about critical judgments in applying accounting policies and sources of estimation uncertainty that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed interim financial statements within the next financial year are the same as those that applied to the Company's 2020 annual financial statements.

4. MINERAL PROPERTIES

Pichogen Property

On June 1, 2020, and amended on July 20, 2020 (Amendment “A” and Amendment “B” both on the same day) and on January 12, 2021 (Amendment “C”), the Company entered into an option agreement whereby it could earn a 90% interest (subject to a 3.0% net smelter royalty “NSR” and a 3.0% Gross Overriding Receipts “GOR” in one hundred and thirty eight (138) mineral claims situated in the Walls Township area of the Province of Ontario.

The terms of the option agreement are:

- a) Total cash payments of \$115,000 to the vendor:
 - (i) \$10 on signing of the agreement on June 1, 2020 (the “signing date”) agreed to have been paid and received;
 - (ii) \$20,000 on the first day of listed trading on any Canadian Stock Exchange (“Listing Date”) (paid on July 27, 2020);
 - (iii) \$10,000 on first anniversary of Listing Date;
 - (iv) \$10,000 on second anniversary of Listing Date;
 - (v) \$25,000 on third anniversary of Listing Date;
 - (vi) \$50,000 on fourth anniversary of Listing Date;

- b) Shares issued to the vendor as follows:
 - (i) 1% shares of total float on Listing Date*;
 - (ii) 1% shares of total float on the first anniversary of Listing Date;
 - (iii) 1% shares of total float on the second anniversary of Listing Date;
 - (iv) 1% shares of total float on the third anniversary of Listing Date;
 - (v) 1% shares of total float on the fourth anniversary of Listing Date;

*The shares will be allocated and reserved to be issued within twelve months or by the first anniversary date of the Listing Date and subject to a twelve month escrow period from the issue date where the shares are subject to return to the Company for a cash sum of \$20,000 at anytime within 12 months or one year of the listing date.

- c) Incurring total work expenditures of \$1,125,000 on the property as follows:
 - (i) \$100,000 minimum and \$125,000 maximum in year 1 in the first year from Listing Date; (\$100,000 minimum incurred)
 - (ii) \$150,000 minimum and \$175,000 maximum so that both year 1 and year 2 expenditures shall total \$275,000 expended by the end of 2nd year from the Listing Date;
 - (iii) \$250,000 additional by the end year 3 or the end of the third year from the Listing Date;
 - (iv) \$250,000 additional by the end of year 4 or the end of the fourth year from the Listing Date;
 - (v) \$350,000 additional by the end of year 5 or the end of the fifth year from the Listing Date;

The Company will have the right to buy back one percent of the NSR for \$1,500,000 up to 10 years from the signing date.

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4. MINERAL PROPERTIES (CONT'D)

The following is the Company's exploration and evaluation expenditures as at March 31, 2021:

	Pichogen Property	Total
	\$	
Acquisition Costs		
Balance, September 30, 2020	20,000	20,000
Additions	-	-
Balance, March 31, 2021	20,000	20,000

During the period ended March 31, 2021, the Company expensed \$104,357 (2020 - \$Nil) in exploration and evaluation costs.

5. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are as follows:

	March 31, 2021	September 30, 2020
Trade payables (Note 7)	\$ 13,568	\$ 28,169
Accruals (Note 7)	4,750	19,150
Total	\$ 18,318	\$ 47,319

During the year ended September 30, 2020, the Company entered a settlement agreement with the Company's former corporate secretary and converted accounts payable of \$100,000 into a \$100,000 loan ("Loan") (Note 6). The Loan bears simple interest of 10% and has an 18-month term.

6. LOANS PAYABLE

	\$
Balance, September 30, 2019	-
Additions	\$ 93,478
Repayments	-
Accretion and interest	3,534
Balance, September 30, 2020	\$ 97,012
Additions	-
Repayments	(25,476)
Accretion and interest	6,343
Balance, March 31, 2021	\$ 77,879

On June 30, 2020, the Company entered a settlement agreement with the Company's former corporate secretary and converted accounts payable of \$100,000 into a \$100,000 Loan (Note 5). The Loan bears simple interest of 10% and has an 18-month term. No interest payments are due until the term of the loan. The Loan was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The Loan was recorded at amortised cost of \$93,478, with a contributed surplus of \$6,522. During the period ended March 31, 2021, the Company recorded accretion and interest of \$6,343 (2020 - \$Nil) on the loan payable. As at March 31, 2021, the balance of the loan is \$77,879 (September 30, 2020 - \$97,012).

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
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7. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

As at March 31, 2021, the Company owed \$3,346 (September 30, 2020 - \$31,884) to directors and officers which is included in accounts payable and accrued liabilities (Note 5), the breakdown is as follows:

	March 31, 2021	September 30, 2020
Chief Executive Officer (“CEO”)	\$ 1,500	\$ 6,000
Chief Financial Officer (“CFO”)	1,000	1,150
Company controlled by a former Director	-	12,000
Former Director	484	396
Former Corporate secretary	362	12,338
Total	\$ 3,346	\$ 31,884

During the year ended September 30, 2020, the Company converted amounts owed to the former corporate secretary into a loan payable which as at March 31, 2021 had a balance of \$77,879 (September 30, 2020 – \$97,012) (Notes 5 and 6).

As at March 31, 2021, the Company had prepaid expenses of \$Nil (September 30, 2020 – \$21,500) from related parties.

The following table lists the compensation costs paid directly or to companies controlled by key management personnel for the period ended March 31, 2021 and 2020:

	March 31, 2021	March 31, 2020
Management fees paid/accrued to the Chief Executive Officer	\$ 7,333	\$ -
Consulting fees paid/accrued to the Chief Financial Officer	2,000	-
Exploration and evaluation expenses paid/accrued to a company controlled by a Director	20,444	-
Legal fees paid/accrued to a Director and former CEO and CFO	4,200	-
Total	\$ 33,977	\$ -

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

8. SHARE CAPITAL AND CONTRIBUTED SURPLUS

a) Authorized share capital

As at March 31, 2021, the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares are fully paid.

b) Issued share capital:

For the period ended March 31, 2021:

On October 29, 2020, the Company returned 950,000 common shares to treasury with a value of \$4,750 owed to the former shareholders.

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NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020

8. SHARE CAPITAL AND CONTRIBUTED SURPLUS (CONT'D)

b) Issued share capital (Cont'd):

For the year ended September 30, 2020:

On October 18, 2019, the Company closed a non-brokered private placement of 8,700,000 common shares of the Company at a price of \$0.021 per share for gross proceeds of \$182,700.

On June 9, 2020, the Company closed a non-brokered private placement of 1,000,000 Units of the Company at a price of \$0.05 per Unit for gross proceeds of \$50,000. Each Unit comprised of one common share and one share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the company on or before June 8, 2021 at a price of \$0.10 per common share.

On June 30, 2020, the Company converted amounts owed to the corporate secretary into a loan payable and recorded a contributed surplus of \$6,522 as capital contribution by a related party (Notes 5 and 6).

On July 15, 2020, the Company issued 1,000,000 common shares as a result of the exercise of warrants for gross proceeds of \$100,000.

c) Warrants

Warrant transactions for the period ended March 31, 2021 are summarized as follows:

	Period ended March 31, 2021		Year ended September 30, 2020	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	-	\$ -	-	\$ -
Granted	-	-	1,000,000	0.10
Exercised	-	-	(1,000,000)	0.10
Balance, end of period	-	\$ -	-	\$ -

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

EVOLUTION GLOBAL FRONTIER VENTURES CORP. (formerly Ascension Exploration Inc.)
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
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10. FINANCIAL AND CAPITAL RISK MANAGEMENT

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 Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash and accounts payable approximate their carrying values due to the short-term maturity of these instruments. The Loan bears simple interest of 10% and has an 18 month term. The Loan was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at March 31, 2021 as follows:

March 31, 2021		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash	\$	34,584	-	-	\$ 34,584
	\$	34,584	-	-	\$ 34,584

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

Foreign exchange 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.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONT'D)

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

Capital management

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. SUBSEQUENT EVENTS

On April 30, 2021, the Company signed a non-binding letter of intent ("LOI") with WUD Syndicate ("WUD") to acquire a 100% Option on a property with gold-copper exploration targets located in north-central BC within the Quesnel Trough. The property comprises of mineral claims covering an area of 2,110 hectares. The southern end of the Property is accessible by vehicle via Forest Service Roads within 3 hours from Fort St. James.

It is intended that a Definitive Agreement with WUD will consist of the Company incorporating a new subsidiary ("Newco") to be spun out to WUD (the "Arrangement") and a share exchange agreement between WUD and Newco. Upon completion of the Arrangement and share exchange agreement, Newco will exchange or issue up to 10,000,000 common shares (the "Purchase Price") to WUD to acquire 100% of the ownership interest in the Quesnel Trough property. The closing of the share exchange agreement and Purchase Price shall occur on or before July 31, 2021.

On April 30, 2021, the Company signed a non-binding LOI with Evergreen Acquisitions Inc. ("Evergreen") to explore acquisition opportunities in the southern hemisphere. Evergreen is a venture capital company focused in Latin America, targeting investments in a broad spectrum of sectors which include mining/exploration, technologies and healthcare.

It is intended that a Definitive Agreement with Evergreen will consist of the Company incorporating a new subsidiary ("Evergreen Newco") to be spun out to Evergreen (the "Evergreen Arrangement") and a share exchange agreement between Evergreen and Evergreen Newco (the "Evergreen share purchase agreement"). Upon completion of the Evergreen Arrangement and Evergreen share exchange agreement, Evergreen Newco will exchange or issue up to 1,000,000 common shares (the "Evergreen Purchase Price") to Evergreen to acquire 100% of the shares of Evergreen. The closing of the Evergreen share exchange agreement and Evergreen Purchase Price shall occur on or before July 31, 2021.