FORM 2A – LISTING STATEMENT

February 5, 2021

ARCHER EXPLORATION CORP.
(the "Company")

TABLE OF CONCORDANCE

The following table lists the information required under the CSE Form 2A – Listing Statement, and provides the corresponding page numbers to the Company's final long form prospectus dated January 29, 2021 (the "**Prospectus**") to which the applicable information can be found. A copy of the Prospectus can be found under the Company's profile on SEDAR (www.sedar.com), and a copy is attached hereto as Schedule "A".

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SCHEDULE "A"
PROSPECTUS DATED JANUARY 29, 2021

PROSPECTUS

Non-Offering — January 29, 2021

ARCHER EXPLORATION

1,200,000 Units
Issuable on Exercise of Outstanding Special Warrants

This prospectus (the "**Prospectus**") qualifies the distribution of 1,200,000 units (the "**Units**") of Archer Exploration Corp. (the "**Company**"), issuable for no additional consideration upon the exercise of previously-issued special warrants (the "**Special Warrants**") of the Company. Each Unit consists of one common share in the capital of the Company (the "**Common Shares**") and one share purchase warrant (the "**Warrants**"). Each Warrant entitles the holder to purchase an additional Common Share (the "**Warrant Shares**") for a term expiring two years from the date of exercise of the Special Warrants at a price of C$0.15 per Warrant Share.

The Special Warrants were issued by the Company on November 20, 2020 to purchasers in British Columbia on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Private Placement**"). See "Plan of Distribution".

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units upon the exercise of the Special Warrants.

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the earlier of (the "**Deemed Exercise Date**"): (i) the third business day after the date on which a receipt for the final prospectus of the Company has been issued; and (ii) four months plus one day after the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised.

The Company has applied to list its Common Shares on the Canadian Securities Exchange (the "**CSE**"). The CSE has conditionally approved the listing of the Common Shares, but listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE.

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

An investment in the Company should be considered highly speculative. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company's securities. In reviewing this Prospectus, an investor should carefully consider the matters described under the heading "Risk Factors".

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

No underwriter or selling agent has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigation of the contents of this Prospectus.

There is no market through which the Company's securities may be sold and shareholders may not be able to resell securities of the Company owned by them. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 1050, 400 Burrard Street, Vancouver, British Columbia Canada V6C 3A6.

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ABOUT THIS PROSPECTUS

Readers should rely only on the information contained in this Prospectus in respect of the Company. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Company, prospective purchasers should not rely on it. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

Any graphs and tables demonstrating the historical performance of the Company contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of future performance.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the "Company", "we", "us", and "our" refers to Archer Exploration Corp.

References to "management" in this Prospectus refer to the management of the Company. Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as officers of the Company, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Prospectus are expressed in Canadian dollars, unless otherwise indicated.

Certain capitalized terms and phrases used in this Prospectus are defined in the "Glossary of Terms".

FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, "forward-looking statements". These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "seeks", "projects", "intends", "plans", "may", "will" or "should", or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to:

- Risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;

- The possibility that future exploration, development or mining results will not be consistent with the Company's expectations;

- Dependence on the Property;

- Global financial conditions, including market reaction to COVID-19;

- Risks related to the COVID-19 outbreak;

- Exploration, development and production risks;

- Volatility in the market prices for precious metals and other natural resources;

- Lack of assurances regarding obtaining and renewing licenses and permits;

- Liabilities inherent in exploration and development operations;

- Title matters, surface rights and access rights;

- Additional funding requirements;

- Dependence on key personnel including the ability to keep essential operational staff in place as a result of COVID-19;

- First nations land claims;

- Fluctuations in currency and interest rates;

- Competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;

- Risks relating to global financial and economic conditions;

- Alteration of tax regimes and treatments;

- Changes in mining legislation affecting operations;

- Risks relating to environmental regulation and liabilities;

- Limited operating history;

- Potential claims and legal proceedings;

- Operating hazards, risks and insurance; and

- Other factors discussed under "Risk Factors".

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company's future growth potential, results of operations, future prospects and opportunities, execution of the Company's business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, that financial markets will not in the long term be adversely impacted by the COVID-19 crisis, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Company.

MARKET DATA AND INDUSTRY DATA

Market and industry data used throughout this Prospectus was obtained from third party sources, industry publications, and publicly available information as well as industry data prepared by management on the basis of its knowledge of the digital display industry (including management's estimates and assumptions relating to the industry based on that knowledge). Management believes that its market and industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and the completeness of the market and industry data used throughout this Prospectus is not guaranteed and the Company does not make any representation as to the accuracy of such information. Although management believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources.

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**Altair**" means Altair Capital Corp.

"**Altair Exclusivity Right**" means the right granted to Altair pursuant to a non-binding letter of intent between Altair and Cabox Gold Corp. dated effective September 15, 2020. The Altair Exclusivity Right provided Altair with the right to negotiate exclusively until January 15, 2021 to enter into an option agreement pursuant to which Altair could acquire a 100% undivided interest in the Altair Property.

"**Altair Property**" means the four mineral claims comprising an aggregate area of 2,300 hectares located in the Skeena Mining Division in the Province of British Columbia.

"**Altair Transaction**" means the acquisition by the Company of Altair by way of a three-cornered amalgamation and pursuant to which the company's wholly-owned subsidiary 1269569 B.C. Ltd. amalgamated with Altair to form the Subsidiary.

"**Audit Committee**" means the audit committee of the Company.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Board**" means the board of directors of the Company.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Company**" means Archer Exploration Corp.

"**Common Shares**" means the common shares in the capital of the Company.

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

"**CSA**" means the Canadian Securities Administrators.

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

"**Deemed Exercise Date**" means the earlier of: (i) the third business day after the date on which the Final Receipt has been issued; and (ii) four months plus one day after the date of issuance of the Special Warrants.

"**Escrow Agent**" means the Transfer Agent, in its capacity as escrow agent for the securities held in escrow under the Escrow Agreement.

"**Escrow Agreement**" means the escrow agreement to be entered into among the Escrow Agent, the Company, and certain Principals.

"**Final Receipt**" means the receipt for the final prospectus of the Company qualifying the distribution of the Units issuable on exercise of the Special Warrants.

“**Listing**” means the proposed listing of the Common Shares on the CSE for trading.

“**Listing Date**” means the date of the Listing.

“**Letter of Intent**” means the letter of intent between the Company and the Vendor dated effective February 15, 2020, pursuant to which, among other things, the Vendor agreed to negotiate exclusively with the Company to enter into option to acquire a 100% undivided interest in the Property.

“**NI 41-101**” means National Instrument 41-101 – *General Prospectus Requirements*, of the CSA.

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

“**NI 45-106**” means National Instrument 45-106 – *Prospectus Exemptions*, of the CSA.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*, of the CSA.

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

“**Option**” means the option to acquire a 100% interest in the Property pursuant to the Option Agreement.

“**Option Agreement**” means the option agreement between the Company and the Vendor dated effective August 1, 2020, pursuant to which the Company has an exclusive option to acquire a 100% undivided interest in the Property.

“**Principal**” means: (a) a person who acted as a promoter of the Company within two years before the date of this Prospectus; (b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of this Prospectus; (c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Listing; or (d) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Listing; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

“**Private Placement**” means the issuance of Special Warrants by the Company on November 20, 2020 in the aggregate principal amount of $120,000.

“**Property**” means the property known as the Caster property located in the Lac Paul region of Quebec.

“**Prospectus**” means this prospectus of the Company dated November 27, 2020, prepared in accordance with NI 41-101, in connection with the Listing (including any supplementary material hereto).

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

“**Special Warrants**” means the special warrants of the Company exercisable to acquire Units for no additional consideration issued pursuant to the Private Placement.

“**Stock Option Plan**” means the Company’s stock option plan dated October 15, 2020, providing for the granting of stock options to the Company’s directors, officers, employees, consultants, and advisors.

“**Stock Options**” means stock options issued pursuant to the Stock Option Plan, each entitling the holder to acquire one Common Share at a price of $0.10 per share.

“**Subsidiary**” means 1273600 B.C. Ltd., a company formed pursuant to the Altair Transaction.

“**Technical Report**” means the technical report titled “2020 National Instrument 43-101 Technical Report on the Caster Property” prepared in accordance with the requirements of NI 43-101 by Rory Kutluoglu, P. Geo., addressed to the Company in respect of the Property, dated effective November 22, 2020.

“**Transfer Agent**” means the Company’s transfer agent and registrar, Odyssey Trust Company at its office at Vancouver, British Columbia.

“**Units**” means units in the capital of the Company, each consisting of one Common Share and one Warrant.

“**Vendor**” means Geomap Exploration Inc.

“**Warrants**” means warrants in the capital of the Company, each entitling the holder to purchase a Warrant Share for a term expiring two years from the date of exercise of the Special Warrants at a price of $0.15 per Warrant Share.

“**Warrant Shares**” means Common Shares issuable upon exercise of the Warrants.

PROSPECTUS SUMMARY

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in the Prospectus. Unless otherwise defined in the Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading "Glossary".

The Company

The Company was incorporated on October 26, 2018 pursuant to the BCBCA under the name "Lift Capital Corp." On November 6, 2020, the Company changed its name to "Archer Exploration Corp." The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 1050, 400 Burrard Street, Vancouver, British Columbia Canada V6C 3A6.

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has a portfolio of one property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities. See "The Property".

See "Business of the Company".

Directors and Executive Officers

The directors and executive officers of the Company are as follows:

Name	Title
Jeffrey Wilson	Chief Executive Officer and Director
Nelson Lamb	Chief Financial Officer
Michael Moore, P.Geo.	Vice President, Exploration
Faizaan Lalani	Director
Trevor Nawalkowski	Director

See "Directors and Executive Officers".

Listing

The Company has applied to list its Common Shares on the CSE. The CSE has conditionally approved the listing of the Common Shares, but listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE.

No Proceeds Raised

This is a non-offering prospectus. No proceeds will be raised pursuant to this Prospectus.

Available Funds and Principal Purposes

As of the date of this Prospectus, the following funds are available to the Company:

Funds Available	Amount
Working capital as at December 31, 2020	$262,000
Total	**$262,000**

The following table sets forth the principal purposes for which the estimated funds available to the Company will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount
To pay the estimated cost of the recommended Phase I exploration program and budget on the Property as outlined in the Technical Report	$110,611
Payment pursuant to the Option Agreement(1)	$50,000
Listing costs	$5,000
Operating expenses for 12 months(2)	$50,000
Unallocated working capital(3)	$46,389
Total	**$262,000**

Notes:

(1) Due on or before the 12-month anniversary of the Listing Date.

(2) Estimated operating expenses for the next 12 months include: $12,000 in fees for the independent directors ($500 per month for each), $9,000 in fees for the Chief Executive Officer ($750 per month), $9,000 in fees for the Chief Financial Officer ($750 per month), $5,000 in legal fees, $2,500 in Transfer Agent fees, $6,000 in CSE fees ($500 per month), $5,000 in audit fees, and $1,500 in miscellaneous charges.

(3) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims/concessions; Phase II exploration program; and other uses as may be necessary.

The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regards to any prospective investment or business opportunity, or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated. See "Funds Available and Use of Available Funds".

The Private Placement

This Prospectus qualifies the distribution of 1,200,000 units (the "**Units**") of the Company issuable for no additional consideration upon the exercise of previously-issued special warrants (the "**Special Warrants**") of the Company. Each Unit consists of one Common Share and one Warrant. Each Warrant entitles the holder to acquire one additional Common Share (the "**Warrant Shares**") for a term expiring two years from the date of exercise of the Special Warrants at a price of $0.15 per Warrant Share.

The Special Warrants were issued by the Company on November 20, 2020 to purchasers in British Columbia on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the "**Private Placement**"). Gross proceeds of the Private Placement were $120,000.

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Units upon the exercise of the Special Warrants. See "Plan of Distribution".

Risk Factors

An investment in the Common Shares is subject to a number of risk factors that should be carefully considered by prospective investors. Prospective investors should carefully consider the risk factors described under "Risk Factors" and other information included in this prospectus before purchasing the Common Shares.

Selected Financial Information

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the year ended September 30, 2020 and for the period from incorporation on October 26, 2018 to September 30, 2019, and the notes thereto. The following information should be read in conjunction with those financial statements and the accompanying notes, and management's discussion and analysis of the Company included attached as Appendix B to this Prospectus.

See "Selected Financial Information and MD&A of the Company".

	For the year ended September 30, 2020 (audited)	**Period from Incorporation on October 26, 2018 to September 30, 2019** (audited)
Assets	$217,486	$1
Liabilities	$8,392	$0
Shareholders' Equity	$209,094	$1
Deficit	$8,406	$0

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on October 26, 2018 pursuant to the BCBCA under the name "Lift Capital Corp." On November 6, 2020, the Company changed its name to "Archer Exploration Corp."

The Company's head office is located at Suite 1430, 800 West Pender Street, Vancouver, British Columbia V6C 2V6. The Company's registered office is located at Suite 1050, 400 Burrard Street, Vancouver, British Columbia Canada V6C 3A6.

Intercorporate Relationships

The Subsidiary is the only subsidiary of the Company. The Subsidiary was formed in connection with the Altair Transaction which was completed on November 6, 2020. Pursuant to the Altair Transaction, the Company issued an aggregate of 3,288,250 Common Shares in exchange for all of the issued and outstanding shares of Altair. The Altair Transaction was not a significant acquisition or a material restructuring transaction as those terms are defined in Canadian securities laws. See "Business of the Company – Altair Transaction".

BUSINESS OF THE COMPANY

Description of the Business

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has a portfolio of one material property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report.

In addition, the Company will continue to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

The Company may decide to acquire other properties other than the Property, if and when the Property is acquired in accordance with the terms of the Option Agreement.

For a full description of the Property please see "The Property".

As of the date of this Prospectus, the Company does not have any reportable segments pertaining to its operations. As of the date of this Prospectus, there were no bankruptcy, receivership or similar proceedings against the Company or any voluntary bankruptcy, receivership or similar proceedings by the Company or its predecessors since its inception.

The Company has applied to list the Common Shares on the CSE. The CSE has conditionally approved the listing of the Common Shares, but listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE. There is no guarantee that the Common Shares will be listed on the CSE or on any exchange.

History

Since incorporation, the Company has taken the following steps to develop its business:

- Sought rights to a mineral exploration property and entered into the Letter of Intent and then the Option Agreement in respect of the Property. See "Business of the Company – Option Agreement";

- Recruited directors and officers with the skills required to operate a publicly listed mineral exploration company;

- Raised aggregate gross proceeds of $337,500 in various private placement financings including the Private Placement. The funds raised have provided sufficient capital to carry on the Company's business to date, and to cover the costs associated with the Private Placement, this Prospectus and the Listing;

- Engaged auditors and legal counsel in connection with the Private Placement, this Prospectus and the Listing; and

- Completed the Altair Transaction. See "Business of the Company – Altair Transaction".

Option Agreement

On August 1, 2020, the Company entered into the Option Agreement with the Vendor, pursuant to which the Company was granted an exclusive option (the "**Option**") to acquire a 100% undivided interest in the Property, the particulars of which are described in greater detail below.

The Option Agreement provides that in order to exercise the Option to acquire a 100% interest in the Property, the Company must:

- Make cash payments of an aggregate of $165,000 to the Vendor, as follows: (a) $37,500 within 90 days of the effective date of the Option Agreement (being August 1, 2020), which amount has been paid prior to the date of this Prospectus, (b) an additional $50,000 on or before the 12-month anniversary of the Listing Date, and (c) an additional $75,000 on or before the 24-month anniversary of the Listing Date;

- Issue an aggregate of 750,000 Common Shares to the Vendor, as follows: (a) 250,000 Common Shares on or before the 12-month anniversary of the Listing Date, and (b) an additional 500,000 Common Shares on or before the 24-month anniversary of the Listing Date; and

- Incur expenditures on the Property of not less than $410,000, as follows: (a) $110,000 on or before the 12-month anniversary of the Listing Date, and (b) $300,000 on or before the 24-month anniversary of the Listing Date.

The Common Shares issued under the Option Agreement will be subject to such to such hold periods and resale restrictions as may be imposed by the applicable securities laws and the policies of the CSE.

Upon completion of all of the above payments and share issuances pursuant to the Option Agreement, the Company will be deemed to have exercised the Option, and thereafter become the legal and beneficial owner of a 100% interest in the Property and the Vendor will thereupon be required to promptly transfer or cause to be transferred full legal and beneficial title to the Property to the Company. In the event the Company does not complete any of the payments or share issuances required to exercise the Option in accordance with the above schedule, and such failure continues for 30 days after notice in writing to the Company from the Vendor, at the option the Vendor, the Option Agreement will terminate and the Company will forfeit its right to acquire the Property.

In accordance with the terms of the Option Agreement, if the Company exercises the Option and acquires the Property, the Vendor will retain a 3% net smelter returns royalty on the Property. The Company will have the right to purchase 1/3% of the NSR at any time in consideration of the payment of the sum of $1,000,000 to the Vendor.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Option Agreement which the Company has filed under its profile on SEDAR (www.sedar.com) and may also be obtained, free of charge, by shareholders upon request from the Company. The Option Agreement contains covenants, representations and warranties of and from the Company and the Vendor and various conditions precedent, both mutual and with respect to each party to the Option Agreement. Capitalized terms not otherwise defined herein are defined in the Option Agreement.

Altair Transaction

One of the Company's primary strategic objectives is to complete the Listing (the "**Strategic Objective**"). Management and the Board regularly consider, monitor and investigate opportunities to enhance shareholder value, with reference to the Strategic Objective. Management and the Board also regularly review and consider market conditions, including such factors that affect the business, operations and affairs of the Company, its growth and sustainability.

After evaluation of the Company's current business, financial position and future plans and prospects, the Board decided to closely review the Altair Transaction. During the course of their review of the Altair Transaction, the Board considered, among other things:

- *Arm's Length Negotiations*. The terms of the Altair Transaction were negotiated at arm's length between the Board and Altair and were consistent with the Board's assessment of the fair market value of Altair.

- *Strategic Rationale*. An acquisition of Altair fits within the Strategic Objective. Prior to completing the Altair Transaction, the Company had approximately ten shareholders. Altair had a broad shareholder base, consisting of approximately 150 public shareholders each holding a board lot. The Board noted that access to Altair's broad shareholder base would allow it to satisfy CSE listing requirements and complete the Listing in a significantly shorter timeframe than it otherwise could.

- *Potential Property Diversification*. The acquisition of Altair offered the potential for property diversification by providing the Company with the Altair Exclusivity Right, which could have presented a growth opportunity should the Company have decided to pursue the Altair Property.

- *Strong Shareholder Support*. Informal shareholder reaction to the Altair Transaction was positive.

Since closing the Altair Transaction, the Company has decided not to pursue the Altair Property. The Company intends to account for the Altair Transaction as an acquisition of an intangible asset in the interim period ended December 31, 2020, of which the full value is expected to be written off in the interim period ended March 31, 2021.

The Property

The disclosure required by Section 5.4 of NI 41-101 is included in the attached Appendix A to this Prospectus.

AVAILABLE FUNDS AND PRINCIPAL USES

Funds Available

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds to be raised by the Company pursuant to this Prospectus.

As of the date of this Prospectus, the following funds are available to the Company:

Funds Available	Amount
Working capital as at December 31, 2020	$262,000
Total	**$262,000**

Principal Use of Available Funds

The following table sets forth the principal purposes for which the estimated funds available to the Company will be used and the current estimated amounts to be used for each such principal purpose:

Use of Funds Available	Amount
To pay the estimated cost of the recommended Phase I exploration program and budget on the Property as outlined in the Technical Report	$110,611
Payment pursuant to the Option Agreement(1)	$50,000
Listing costs	$5,000
Operating expenses for 12 months(2)	$50,000
Unallocated working capital(3)	$46,389
Total	**$262,000**

Notes:

(1) Due on or before the 12-month anniversary of the Listing Date.

(2) Estimated operating expenses for the next 12 months include: $12,000 in fees for the independent directors ($500 per month for each), $9,000 in fees for the Chief Executive Officer ($750 per month), $9,000 in fees for the Chief Financial Officer ($750 per month), $5,000 in legal fees, $2,500 in Transfer Agent fees, $6,000 in CSE fees ($500 per month), $5,000 in audit fees, and $1,500 in miscellaneous charges.

(3) Possible uses of the unallocated working capital: to fund ongoing operations; future due diligence of other mining claims/concessions; Phase II exploration program; and other uses as may be necessary.

While the Company intends to spend its current working capital as stated above, there may be circumstances where, for sound business reasons, a re-allocation of funds may be necessary or advisable. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "Risk Factors".

Business Objectives and Milestones

The principal business carried on and intended to be carried on by the Company is the acquisition, exploration and development of mineral resource properties.

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

- Complete the Listing (anticipated completion date: on or before January 31, 2021); and

- Conduct the Phase I exploration program on the Property recommended in the Technical Report (anticipated commencement and completion dates: between April 1, 2021 and September 30, 2021, assuming the Listing Date is on or before February 28, 2021).

After completing the Listing, the Phase I exploration program is expected to commence in April 2021. During the first phase of exploration, the Company intends to further process the geophysical data on the Property, identify potential targets and conduct trenching work.

Other Sources of Funding

The Company currently does not have any immediate sources of additional funding.

SELECTED FINANCIAL INFORMATION AND MD&A

Selected Financial Information

The following tables set forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company's audited financial statements for the year ended September 30, 2020 and for the period from incorporation on October 26, 2019 to September 30, 2019, and the notes thereto, attached to this Prospectus as Appendix B. The following information should be read in conjunction with those financial statements and the accompanying notes, and management's discussion and analysis included elsewhere in this Prospectus.

	For the year ended September 30, 2020 (audited)	**Period from Incorporation on October 26, 2018 to September 30, 2019 (audited)**
Assets	$217,486	$1
Liabilities	$8,392	$0
Shareholders' Equity	$209,094	$1
Deficit	$8,406	$0

Management Discussion and Analysis

Management's discussion and analysis of the financial condition and results of operations of the Company for the year ended September 30, 2020 and for the period from incorporation on October 26, 2019 to September 30, 2019 are attached to this Prospectus as Appendix B. These management's discussions and analysis should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information included in such management's discussions and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Risk Factors".

DIVIDEND POLICY

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

DESCRIPTION OF THE SECURITIES

No securities are being offered pursuant to this Prospectus.

Share Capital

The authorized share capital of the Company includes an unlimited number of Common Shares.

As of the date of this Prospectus, there are 12,588,250 Common Shares issued and outstanding. An additional 1,200,000 Common Shares will be issued on conversion of the Special Warrants.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board, to one vote per share at meetings of the shareholders of the Company and, upon liquidation, dissolution or winding-up of the Company to receive such assets of the Company as are distributable to the holders of the Common Shares.

Special Warrants

As of the date of this Prospectus, there are 1,200,000 Special Warrants outstanding. These Special Warrants were issued in connection with the Private Placement.

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Deemed Exercise Date.

See "Plan of Distribution".

Warrants

As at the date hereof, the Company has 7,800,000 warrants outstanding as follows:

Date of Issuance	Number of Warrants	Exercise Price	Expiry Date
March 15, 2020	6,000,000	$0.10	March 15, 2022
July 1, 2020	1,800,000	$0.10	July 1, 2022

An additional 1,200,000 warrants will be issued on conversion of the Special Warrants. Each such warrant will be exercisable to acquire one Common Share at a price of $0.15 per share for a period of two years.

Options

The Board has approved the Stock Option Plan (as defined below).

As of the date of this Prospectus, there are 45,000 Stock Options outstanding under the Stock Option Plan.

For more information, see "Options to Purchase Securities".

CONSOLIDATED CAPITALIZATION

There have not been any material changes in the share and loan capital of the Company since September 30, 2020, the date of the Company's financial statements for its most recently completed financial period included in this Prospectus. The following table sets forth the consolidated capitalization of the Company as at September 30, 2020 and as at the date of this Prospectus. The table should be read in conjunction with the financial statements of the Company for the year ended September 30, 2020, including the notes thereto and the related management's discussion and analysis, attached as Appendix B to this Prospectus.

Description	Outstanding as at September 30, 2020 (audited)	Outstanding as at the date of this Prospectus (unaudited)	Outstanding After Exercise of Special Warrants (unaudited)
Common Shares	9,300,000	12,588,250	13,788,250
Special Warrants	Nil	1,200,000	Nil
Warrants	7,800,000	7,800,000	9,000,000
Stock Options	Nil	45,000	45,000

OPTIONS TO PURCHASE SECURITIES

The terms of the Stock Option Plan, which is qualified entirely by the provisions of the Stock Option Plan, are provided below.

The Stock Option Plan is a rolling stock option plan which sets the number of options available for grant by the Company at an amount equal to 10% of the Company issued and outstanding Common Shares from time to time. The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with those of the Company's shareholders. Options are exercisable over periods of up to 10 years as determined by the Board and at exercise prices as determined by the Board, which will not have an exercise price lower than the greater of the closing market price of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. The maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan will be 10% of the issued and outstanding Common Shares at the time of the grant. In addition, the number of Common Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares in any 12 month period or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan contains no vesting requirements, other than for consultants performing investor relations activities but permits the Board to specify a vesting schedule in its discretion.

The following table summarizes the allocation of the Stock Options granted by the Company up to the date of this Prospectus:

Optionee	Number of Stock Options	Exercise Price	Expiry Date
Executive Officers as a group(1)	20,000	$0.10	October 15, 2022

Optionee	Number of Stock Options	Exercise Price	Expiry Date
	5,000	$0.10	January 4, 2023
Directors as a group(2)	20,000	$0.10	October 15, 2022

Notes:
(1) This information applies to three executive officers of the Company, one of whom is also a director of the Company.
(2) Directors who are also executive officers are excluded from this figure.

PRIOR SALES

The following table sets out all issuances of securities for the 12-month period before the date of this Prospectus:

Date Issued	Number of Securities	Type of Securities	Issue Price
January 15, 2020	1,500,000	Common Shares	$0.005
March 15, 2020	6,000,000	Units(1)	$0.02
July 1, 2020	1,800,000	Units(1)	$0.05
November 6, 2020	3,288,250	Common Shares(2)	$0.05
November 20, 2020	1,200,000	Special Warrants(3)	$0.10

Notes:
(1) Each unit consisted of one Common Share and one warrant entitling the holder to acquire an additional Common Share at a price of $0.10 for a period of two years.
(2) Issued pursuant to the Altair Transaction.
(3) Issued pursuant to the Private Placement.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESALE RESTRICTIONS

Escrowed Securities

Under the applicable policies and notices of the CSA, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public offering (the "**IPO**"). The following securities are subject to escrow in accordance with NP 46-201 if a Principal holds them immediately prior to an IPO:

- Equity securities that carry the right to participate in earnings and assets remaining on winding-up or liquidation, including common shares, restricted voting shares, subordinate voting shares, multiple voting shares and non-voting shares (collectively, "**Equity Securities**").

- As of the date of this Prospectus, the Principals of the Company hold an aggregate of 11,250 Equity Securities (the "**Escrowed Securities**").

- Securities that allow the holder to acquire shares or other convertible securities (such as warrants, special warrants qualified under the IPO prospectus, convertible shares, convertible debentures, rights and options) (collectively, "**Convertible Securities**"), except for non-transferable incentive stock options issued to principals of the issuer to purchase securities solely for cash at a price equal to or greater than the IPO price.

As of the date of this Prospectus, the Principals of the Company hold an aggregate of 45,000 Convertible Securities (the "Escrowed Securities"). However, all of these Convertible Securities are non-transferable incentive stock options issued to Principals to purchase securities solely for cash at a price equal to or greater than the IPO price, and are therefore exempt from the escrow requirements in NP 46-201.

Pursuant to the Escrow Agreement to be entered into among the Escrow Agent, the Company, and certain Principals, the Escrowed Securities will be held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every six month interval thereafter, over a period of 36 months (referred to as the "**Escrow Release Schedule**").

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

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

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

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

(c) Transfers upon bankruptcy to the trustee in bankruptcy;

(d) Pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

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

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

Class	Number of Escrowed Securities	Percentage of Class
Common Shares	11,250	<1%

Securities Subject to Resale Restrictions

A total of 1,152,938 Common Shares are subject to resale restrictions and will be restricted from resale in accordance with the Escrow Release Schedule.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, and following the exercise of all the Special Warrants, the Company is not aware of any person who beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Company that each of its directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name and Province and Country of Residence	Position with Company(1)	Principal Occupation for the Last Five Years	Number of Securities and Percentage of Class(2)
Jeffrey Wilson(3) British Columbia, Canada	CEO (Since March 2020) and Director (Since January 2020)	CEO and President of Precipitate Gold Corp. (since January 2013), and CEO Officer of Osprey Gold Development Ltd. (December 2016 to September 2020)	11,250 Common Shares(4) <1%
Nelson Lamb British Columbia, Canada	CFO (Since September 2020)	CFO of Organic Garage. (since November 2019), CFO of Radial Research Corp. (since October 2019), Manager of Accounting Services at PubCo Reporting Solutions, Inc. (since December 2015)	Nil(4)
Michael Moore, P.Geo British Columbia, Canada	VP, Exploration (Since January 2021)	VP Exploration of Precipitate Gold Corp. (since April 2012)	Nil(5)

Name and Province and Country of Residence	Position with Company(1)	Principal Occupation for the Last Five Years	Number of Securities and Percentage of Class(2)
Faizaan Lalani(3) British Columbia, Canada	Director (Since March 2020)	Senior Project Accountant at PortLiving (May 2016 to July 2019), Senior Project Accountant at Century Group (June 2014 to April 2016), CFO and director of United Lithium Corp. (since October 2019), and CFO and director of Soldera Mining Corp. (since December 2019)	Nil(4)
Trevor Nawalkowski(3) British Columbia, Canada	Director (Since April 2020)	Regional Director of Sales, Cision Canada Inc.	Nil(4)

Notes:
(1) Directors stand for re-election annually. The directors of the Company will serve until the end of the next annual meeting of shareholders of the Company.
(2) The information as to shares beneficially owned, or over which control or direction is exercised, directly or indirectly, is based upon information furnished to the Company by the respective directors and senior officers as at the date hereof.
(3) Audit Committee member.
(4) Holds 10,000 Stock Options.
(5) Holds 5,000 Stock Options.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over 11,250 Common Shares.

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

The Board has one committee, the Audit Committee, whose members are Messrs. Faizaan Lalani (Chairman), Jeffrey Wilson and Trevor Nawalkowski.

Management of Junior Issuers

Jeffrey Wilson – Chief Executive Officer and Director, Age: 50

Mr. Wilson began his career in the early 1990's as an Investor Relations Manager and eventual Director and officer multiple public companies, including Welcome Opportunities Ltd. (which was bought out by Endeavour Mining Capital in 2002) and Aquiline Resources Ltd. (which was bought out by Pan American Silver in 2009). In 2005, Mr. Wilson was involved in the formation of Silver Quest Resources Ltd., which was bought out in 2012 by New Gold Inc. Mr. Wilson is currently President, CEO & Director of Precipitate Gold Corp (December 2012 to present) and previous CEO & Director of Osprey Gold Development Ltd. (December 2016 to September 2020).

It is anticipated that Mr. Wilson's involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Wilson is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Nelson Lamb – Chief Financial Officer, Age: 37

Mr. Lamb is a designated CPA, CA with extensive experience in corporate finance, financial reporting and strategic planning. Nelson obtained a Bachelor of Commerce Degree from the University of Victoria in 2009. He obtained his CPA, CA designation while working in the audit and assurance practice at PriceWaterhouseCoopers (PwC) and has previous Treasurer, Board of Directors, and Board Committee experience.

It is anticipated that Mr. Lamb's involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Lamb is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Michael Moore, P. Geo. – Vice President, Exploration, Age: 54

Mr. Moore is a British Columbia registered professional geologist with a B.Sc. geology degree (1989) from Carleton University. He is a third generation miner with over 25 years of national and international field work and project management experience. Mr. Moore's diverse exploration skill sets include base, precious and industrial metal projects; ranging from grassroots to advanced stage exploration levels.

It is anticipated that Mr. Moore's involvement with the Company will be part-time, representing approximately 20% of his time. Mr. Moore is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Faizaan Lalani – Director, Age: 33

Mr. Lalani is an accounting and finance professional with over 10 years of experience covering audit, financial reporting, corporate finance, and operations management. Mr. Lalani previously worked in the audit and assurance group at PricewaterhouseCoopers LLP, Canada, where he obtained his CPA, CA designation, gaining vast experience in accounting practices in both the public and private sectors during his tenure. Mr. Lalani has also served as a Senior Accountant for PortLiving, a Vancouver based real estate development company, since 2016. Mr. Lalani served as a director of GreenStar Biosciences Corp. from May 2019 to April 2020. Mr. Lalani is also a director and Chief Financial Officer of Soldera Mining Corp. and United Lithium Corp, and a director of IMC International Mining Corp.

It is anticipated that Mr. Lalani's involvement with the Company will be part-time, representing approximately 10% of his time. Mr. Lalani is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Trevor Nawalkowski – Director, Age: 52

Mr. Nawalkowski of TJNH Enterprises Inc. is a business builder and entrepreneur, specializing in corporate business process and procedure for public or private companies. His roles have included corporate governance oversight, corporate secretary/legal review, business development and senior management in oil and gas, automation systems, digital communications and more. In addition, he has 12+ years of management experience in the Investor and Public relations procedure and process business. His previous roles include Vice President, Kingsdale Shareholder Services; Director, Business Development, AGI Automation Inc.; Vice President, Corporate Development, Star Valley Oilfield Group; and Regional Director of Sales, CNW/Cision Canada.

It is anticipated that Mr. Nawalkowski's involvement with the Company will be part-time, representing approximately 10% of his time. Mr. Nawalkowski is an independent contractor to the Company. He has not entered into a non-competition agreement with the Company.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Reporting Issuer and Stock Exchange	Position	Term
Jeffrey Wilson	Precipitate Gold Corp. (TSXV, OTCQB)	CEO, President, Director	January 2013 - present
	Osprey Gold Development Ltd (TSXV, OTSQB)	CEO and Director	December 2016 – September 2020
	MegumaGold Corp. (CSE, FSE)	Director	September 2020 – present
	Mariner Resources Corp. (CSE)	CEO and Director	May 2018 – July 2020
Nelson Lamb	Organic Garage (TSXV)	Chief Financial Officer	November 2019 – present
	Radial Research Corp. (CSE)	Chief Financial Officer, Treasurer	October 2019 – present
Michael Moore	Precipitate Gold Corp. (TSXV, OTCQB)	VP, Exploration	April 2012 – present
	Strategic Resources Inc. (CSE)	Director	September 2016 – present
Faizaan Lalani	Greenstar Biosciences (CSE)	Independent Director	May 2019 – April 2020
	United Lithium Corp. (CSE)	Director and CFO	October 2019 – present
	Soldera Mining Corp. (CSE)	Director and CFO	December 2019 – present

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or executive officer of the Company is or has been a director, chief executive officer or chief financial officer of any person or company (including the Company), that while that person was acting in that capacity:

(a) Was subject of a cease trade order or similar order or an order that denied the relevant person or Company access to any exemptions under securities legislation (an "order"), for a period of more than 30 consecutive days; or

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

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

(a) Is, or has been within the ten years before the date of this Prospectus, a director or executive officer of any company (including the 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; or

(b) Has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

To the knowledge of the Company, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

(a) 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

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

Conflicts of Interest

The Company's directors and officers are subject to fiduciary obligations to act in the best interest of the Company. Conflicts will be subject to the procedures and remedies of the BCBCA or other applicable corporate legislation.

To the knowledge of the Company, no director, officer of the Company or a subsidiary of the Company has any existing material conflicts of interests with the Company.

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from the securities regulatory authority in British Columbia the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6 – Statement of Executive Compensation ("**Form 51-102F6**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6.

Compensation Discussion and Analysis

In this section, "Named Executive Officer" means each of the following individuals:

(a) The Company's chief executive officer, including an individual performing functions similar to a chief executive officer (the "**CEO**");

(b) The Company's chief financial officer, including an individual performing functions similar to a chief financial officer (the "**CFO**");

(c) The most highly compensated executive officer of the Company and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than C$150,000, as determined in accordance with Form 51-102F6, for that financial year; and

(d) Each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company and was not acting in a similar capacity, at the end of that financial year.

The Company's Named Executive Officers for the purposes of this section are Jeffrey Wilson (CEO) and Nelson Lamb (CFO).

The Company has not been a reporting issuer during any financial period to date. Future compensation to be awarded or paid to the Company's directors and/or executive officers, including Named Executive Officers, once the Company becomes a reporting issuer is expected to consist primarily of management fees, stock options and bonuses. Payments may be made from time to time to executive officers, including Named Executive Officers, or companies they control for the provision of consulting or management services. Following the Listing Date, the Company expects to pay fees for management services pursuant to the terms of the agreements summarized under "External Management Companies" and "Employment, Consulting and Management Agreements" below. The Company has granted incentive stock options to all of the Company's directors and management, including Named Executive Officers, pursuant to the Stock Option Plan. The Board will from time to time determine the stock option grants to be made pursuant to the Stock Option Plan. See "Stock Option Plan" below and "Options to Purchase Securities". In addition, it is anticipated that the Board may award bonuses, in its sole discretion, to executive officers, including Named Executive Officers, from time to time.

In assessing the compensation of its directors and executive officers, including the Named Executive Officers, the Company does not have in place any formal objectives, criteria or analysis. Compensation payable to executive officers and directors is currently reviewed and recommended by the Board, on an annual basis. The Company has not established any specific performance criteria or goals to which total compensation or any significant element of total compensation to be paid to any Named Executive Officer is dependent. Named Executive Officers' performance is reviewed in light of the Company's objectives from time to time. Though the Company does not have pre-existing performance criteria, objectives or goals, it is anticipated that, once the Company becomes a reporting issuer, the Board will review all compensation arrangements and policies in place and consider the adoption of formal compensation guidelines.

Stock Option Plan

The Stock Option Plan is expected to be used to grant stock options to directors, officers (including Named Executive Officers), employees and consultants of the Company, as additional compensation and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with those of the Company's shareholders.

In determining the number of options to be granted to directors or executive officers, including the Named Executive Officers, the Board will take into account, among other things:

- The number of options, if any, previously granted to each director or executive officer; and

- The exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the directors and executive officers with the interests of shareholders.

The independent members of the Board have the responsibility of administering the compensation policies related to the directors and executive management of the Company, including option-based awards.

The Stock Option Plan has not been approved by the shareholders of the Company. In accordance with the policies of the CSE, after the Listing Date, the Company must obtain shareholder approval of its Stock Option Plan on an annual basis at each annual general meeting of shareholders.

See "Options to Purchase Securities" for the material terms of the Stock Option Plan.

Employment, Consulting and Management Agreements

Other than as disclosed below, the Company is not party to any agreement or arrangement under which compensation was provided during any prior financial period or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or Named Executive Officer or performed by any other party but are services typically provided by a director or Named Executive Officer.

Jeffrey Wilson has entered into a consulting agreement with the Company dated effective January 1, 2020 (the "**Wilson Consulting Agreement**"). Pursuant to the Wilson Consulting Agreement, Mr. Wilson agreed to provide consulting services to the Company in the capacity of director and Chief Executive Officer. The Company agreed to pay Mr. Wilson a monthly fee of $750 commencing on September 1, 2020 and grant Mr. Wilson 10,000 Stock Options exercisable at a price of $0.10 per share for a period of two years. The Wilson Consulting Agreement may be terminated by the Company at any time if Mr. Wilson is in breach of its terms, or upon providing Mr. Wilson with 30 calendar days' notice. Mr. Wilson may terminate the Wilson Consulting Agreement by providing the Company with 30 calendar days' notice.

Nelson Lamb has entered into a consulting agreement with the Company dated effective September 1, 2020 (the "**Lamb Consulting Agreement**"). Pursuant to the Lamb Consulting Agreement, Mr. Lamb agreed to provide consulting services to the Company in the capacity of Chief Financial Officer. The Company agreed to pay Mr. Lamb a monthly fee of $750 commencing on September 1, 2020 and grant Mr. Lamb 10,000 Stock Options exercisable at a price of $0.10 per share for a period of two years. The Lamb Consulting Agreement may be terminated by the Company at any time if Mr. Lamb is in breach of its terms, or upon providing Mr. Lamb with 30 calendar days' notice. Mr. Lamb may terminate the Lamb Consulting Agreement by providing the Company with 30 calendar days' notice.

Director Compensation

Faizaan Lalani has entered into a consulting agreement with the Company dated effective March 1, 2020 (the "**Lalani Consulting Agreement**"). Pursuant to the Lalani Consulting Agreement, Mr. Lalani agreed to provide consulting services to the Company in the capacity of director. The Company agreed to pay Mr.

Lalani a monthly fee of $500 commencing on October 1, 2020 and grant Mr. Lalani 10,000 Stock Options exercisable at a price of $0.10 per share for a period of two years. The Lalani Consulting Agreement may be terminated by the Company at any time if Mr. Lalani is in breach of its terms, or upon providing Mr. Lalani with 30 calendar days' notice. Mr. Lalani may terminate the Lalani Consulting Agreement by providing the Company with 30 calendar days' notice.

Trevor Nawalkowski has entered into a consulting agreement with the Company dated effective April 15, 2020 (the "**Nawalkowski Consulting Agreement**"). Pursuant to the Nawalkowski Consulting Agreement, Mr. Nawalkowski agreed to provide consulting services to the Company in the capacity of director. The Company agreed to pay Mr. Nawalkowski a monthly fee of $500 commencing on October 1, 2020 and grant Mr. Nawalkowski 10,000 Stock Options exercisable at a price of $0.10 per share for a period of two years. The Nawalkowski Consulting Agreement may be terminated by the Company at any time if Mr. Nawalkowski is in breach of its terms, or upon providing Mr. Nawalkowski with 30 calendar days' notice. Mr. Nawalkowski may terminate the Nawalkowski Consulting Agreement by providing the Company with 30 calendar days' notice.

Other than as set out above, the Company's directors do not receive cash compensation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who has been, a director, executive officer or employee of the Company or any associate of any of the aforementioned, is or has been indebted to the Company or any of its subsidiaries or to any entity which has been provided a guarantee, support agreement, letter of credit or similar arrangement by the Company at any time before the date of the this Prospectus.

AUDIT COMMITTEE

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52-110F2 require the Company to disclose certain information relating to the Company's Audit Committee and its relationship with the Company's independent auditors.

Pursuant to NI 52-110, the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, employees, or control persons of the Company or of an affiliate of the Company. The Audit Committee is composed of Faizaan Lalani (Chairman), Jeffrey Wilson and Trevor Nawalkowski.

Audit Committee Charter

The Company has adopted an audit committee charter in the form attached hereto as Appendix C to this Prospectus.

Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. Each member of the Audit Committee is independent, other than Jeffrey Wilson (the Chief Executive Officer of the Company).

Financial Literacy

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

All existing and proposed members of the Audit Committee are financially literate as such term is defined in NI 52-110.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

(a) The exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or

(b) An exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

For the year ended September 30, 2020, DeVisser Gray LLP has received fees from the Company as follows:

Description	Year ended September 30, 2020
Audit Fees(1)	$6,000
Audit Related Fees(2)	Nil
Tax Fees(3)	Nil
All Other Fees(4)	Nil

Notes:
(1) "Audit Fees" means the aggregate fees billed by the Company's external auditor for the last fiscal year for audit services.

(2) "Audit-Related Fees" means the aggregate fees billed for the last fiscal year for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under clause (1) above, including assistance with specific audit procedures on interim financial information.
(3) "Tax Fees" means the aggregate fees billed in the last fiscal year for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
(4) "All Other Fees" means the aggregate fees billed in the last fiscal year for products and services provided by the Company's external auditor, other than the services reported under clauses (1), (2) and (3) above.

Exemption

Following Listing, the Company will rely on the exemption provided in section 6.1 of NI 52-110 as it will be a "venture issuer" and therefore exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE

The Board of Directors

The Board is responsible for the general supervision of the management of the Company's business and affairs with the objective of enhancing shareholder value. The Board discharges its responsibilities directly and through its committees, which currently comprise the Audit Committee only.

The Board facilitates exercise of independent supervision over management through its independent members recognizing that the Company is currently in its early stages.

The Board of the Company consists of three directors. The Board has concluded that two of the directors, Messrs. Lalani and Nawalkowski are "independent" for purposes of board membership, as defined in NI 58-101. By virtue of his management position, Mr. Wilson is not considered "independent".

Orientation and Continuing Education

The directors have previous positive experience with public companies and are therefore familiar with the role and responsibilities of being a public company director.

While the Company does not have a formal continuing education program, the directors individually are responsible for updating their skills required to meet their obligations as directors.

Ethical Business Conduct

The Board has not adopted specific guidelines. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgment. If a director has a material interest in any transaction or agreement that the Company proposes to enter into, such director is expected to disclose such interest to the Board in compliance with all applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or agreement. Further, any director who has a material interest in any transaction or agreement will be excluded from the portion of a board of directors' meeting concerning such matters and will be further precluded from voting on such matters.

Nomination of Directors

The Board is responsible for the identification and assessment of potential directors. While no formal nomination procedure is in place to identify new candidates, the Board reviews the experience and performance of nominees for the election to the Board, and in particular, any appointments to the Audit Committee. The Board also assesses whether any potential conflicts, independence or time commitment concerns regarding a candidate may present.

Compensation

Other than as disclosed under the heading "Executive Compensation", no compensation other than the grant of Stock Options is paid to the Company's directors, in such capacity.

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Board Assessments

The Board, the Audit Committee and its individual directors are assessed as to their effectiveness and contribution. All directors and/or committee members are free to make suggestions for improvement of the practice of the Board and/or the Audit Committee at any time and are encouraged to do so.

LISTING APPLICATION

The Company has applied to list its Common Shares on the CSE. The CSE has conditionally approved the listing of the Common Shares, but listing is subject to the Company fulfilling all of the listing requirements and conditions of the CSE.

PLAN OF DISTRIBUTION

This Prospectus is being filed in British Columbia to qualify the distribution of 1,200,000 Units issuable upon the exercise of the Special Warrants.

On November 20, 2020, the Company completed the Private Placement pursuant to prospectus exemptions under applicable securities legislation, comprised of 1,200,000 Special Warrants.

In connection with the Private Placement, the Company issued the Special Warrants on a private placement basis.

Subject to the terms and conditions of the Special Warrants, each of the Special Warrants entitles the holder thereof to acquire, upon exercise on the Deemed Exercise Date (as defined below), one Unit, subject to adjustment in certain circumstances, without payment of any additional consideration. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Deemed Exercise Date.

No fractional Common Shares will be issued upon the exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of the Company or entitle the holder to any right or interest granted to shareholders.

The Company has applied to list its Common Shares on the CSE. The CSE has conditionally approved the listing of the Common Shares, but listing is subject to the Company fulfilling all of the listing requirements and conditions of the CSE.

None of the Common Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the U.S. unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Common Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

RISK FACTORS

The following are certain factors relating to the business of the Company, which factors investors should carefully consider when making an investment decision concerning the Common Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

Prospects for companies in the mineral exploration industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in mineral exploration companies should be regarded as highly speculative. Mineral exploration involves a significant degree of risk. An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Company or that are considered to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Common Shares could decline. An investment in the Common Shares should only be made by persons who can afford a significant or total loss of their investment.

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

COVID-19 Outbreak

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to several other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on our business, operations and financial results. In response to the COVID-19 pandemic, the Company has implemented precautionary measures at its corporate office, including limiting visits to essential personnel and ensuring proper protocols around sanitation and social distancing.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 outbreak, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may impact the Company's ability to carry out its business plans in accordance with the use of proceeds section above.

On March 23, 2020, the Government of Quebec announced an order for the shutdown of all non-essential businesses and services for a period of three weeks, starting on midnight on March 24, 2020. The Government of Quebec subsequently announced that it would add mining operations to the list of priority activities and services that are permitted to operate while the Province responds to the COVID-19 pandemic. Pursuant to the Government of Quebec's announcement, the Company's exploration activities planned for 2020 are expected to continue in an orderly fashion while ensuring the safety of employees. The Company will implement health, hygiene and physical distancing measures that meet any requirements of the Government of Quebec. The Company will ensure ongoing compliance with the Government of Quebec's announcement and any subsequent orders.

Dependence on the Property

The Company is an exploration stage company and as such does not anticipate receiving revenue from its mineral properties for some time. The Company will be solely focused on the exploration and development of the Property, which does not have any identified mineral resources or reserves. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs at the Property will result in the definition of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered that Property will be brought into commercial production. Failure to do so will have a material adverse impact on the 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 Company's control.

Exploration, Development and Production Risks

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

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

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

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

Mineral Resources and Reserves

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

Unless otherwise indicated, mineralization figures presented in this Prospectus are based upon estimates made by the Company, personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis which may prove to be unreliable.

There can be no assurance that these estimates will be accurate; resource or other mineralization figures will be accurate; or such mineralization could be mined or processed profitably.

Insufficient Resources or Reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Maintaining Interests in Mineral Properties

The Company's continuing right to maintain its conditional interest in the Property will be dependent upon compliance with applicable laws and with the terms of the Option Agreement. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the Option Agreement relating to the Property which would entitle it to an undivided 100% interest therein and, if it fails to do so, its interest in the Property would be lost and the Option Agreement would terminate.

Option Agreement

The Option Agreement provides that the Company must make certain cash and share payments over a period of time to exercise the Option and acquire the Property. If the Company fails to make such payments as set out in the Option Agreement, the Company may lose its right to ultimately acquire an undivided 100% interest in the Property, wherein, failure to exercise the option will result in the Company having no beneficial interest in and to the Property.

Obtaining and Renewing Licenses and Permits

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

No Assurances

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

Title Matters, Surface Rights and Access Rights

The Property may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Property or the size of the area to which such claims and interests pertain. The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained.

Although, upon exercising the Option, will acquire the rights to some or all of the minerals in the ground, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Additional Funding Requirements

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

Dependence on Key Personnel and Qualified and Experienced Employees

The Company's success depends on the efforts and abilities of certain senior officers and key employees. Certain of the Company's employees have significant experience in the mineral exploration industry, and the number of individuals with significant experience in this industry is small. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, the Company could be adversely affected. The Company has not purchased key man life insurance for any of these individuals. The Company's success also depends on the availability of qualified and experienced employees to work in the Company's operations and its ability to attract and retain such employees. In addition, the Company's ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines.

Dilution

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

First Nations Land Claims

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

Environmental Risks

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

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

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

Limited Operating History and Early Stage Property

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

The Property is in the early exploration stage and is without resources or reserves. The proposed programs on the Property are an exploratory search for a mineral deposit. Development of the Property will only follow upon obtaining satisfactory results. Exploration for and the development of minerals involve a high degree of risk and few properties, which are explored, are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore.

The long-term success of the Company's operations will be in large part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Lack of Operating Cash Flow

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

Regulatory Requirements

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

Volatility of Mineral Prices

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

Infrastructure

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

Acquiring Additional Properties

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Risks Associated with Acquisitions

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

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business.

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

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries, including the mineral exploration sector, were impacted by these market conditions.

Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets 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 Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of mineral prices would impact the Company's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

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

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

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

Uncertainty of Use of Proceeds

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

Competition

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

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Dividends

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

Litigation

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Operating Hazards, Risks and Insurance

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

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

Absence of Public Trading Market

Currently, there is no public market for the Common Shares and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Listing Date. If an active public market for the Common Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below the price paid for the Common Shares by such investor.

PROMOTER

Jeffrey Wilson took the initiative in founding and organizing the business of the Company and, accordingly, may be considered a promoter of the Company within the meaning of applicable securities legislation in British Columbia. Mr. Wilson beneficially owns or controls, directly or indirectly, an aggregate of 11,250 Common Shares and 10,000 Stock Options.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against the 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 Company are any such legal proceedings contemplated which could become material to a purchaser of the Company's securities.

Regulatory Actions

There have not been any penalties or sanctions imposed against the 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 Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Prospectus, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, any person or company who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the Common Shares of the Company or any associate or affiliate of the foregoing persons or companies in any transaction since its incorporation or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is DeVisser Gray LLP of Vancouver, British Columbia. DeVisser Gray LLP is independent of the Company within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of British Columbia. DeVisser Gray LLP was first appointed as auditor of the Company on November 6, 2020.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal office in Vancouver, British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business and those mentioned above, the Option Agreement is the only material contract entered into by the Company since incorporation which is currently in effect and considered to be material. See “Business of the Company – Option Agreement”.

A copy of the Option Agreement will be available under the Company’s profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document, report, or valuation described in this Prospectus:

- DeVisser Gray LLP are the auditors of the Company, who prepared the audit report on the Company’s financial statements included in and forming part of this Prospectus; and

- Rory Kutluoglu, P. Geo., a Qualified Person (as defined in NI 43-101), authored the Technical Report in accordance with the requirements of NI 43-101, the majority of which is reproduced in and forms part of this Prospectus and is available in its full form on the Company’s profile on SEDAR.

Interests of Experts

Other than disclosed herein, no person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company’s property or any associate or affiliate of the Company.

Rory Kutluoglu, P. Geo., has no direct or indirect interest in the Company or the Property, nor will any such interest materialize before or after Listing, and there are no circumstances that, when reasonably interpreted, could be thought to have interfered with the judgment of Mr. Kutluoglu regarding the preparation of the Technical Report.

DeVisser Gray LLP has confirmed that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

APPENDIX A

PROPERTY DISCLOSURE

The following represents information summarized from the Technical Report on the Property authored by Rory Kutluoglu, P. Geo. (the "**author**"), a Qualified Person (as defined in NI 43-101), prepared in accordance with the requirements of NI 43-101. All Figures 1 through 15, inclusive, and Tables 1 through 3 from the Technical Report are reproduced in and form part of this Prospectus; a complete copy of the Technical Report is available for review on SEDAR at the following website: www.sedar.

Project Description and Location

The Property is in the mountainous Monts Valin area, 150 kilometres north of Saguenay, Quebec. The Property consists of 46 contiguous map designated claims that cover a surface area of 2,559.51 hectares. The property is contained within coordinates 365500 E to 371500 E and 5509700 N to 5516100 N covering NTS map sheets 022E10 and 22E15.

Claim data is summarized in Table 1 in the Technical Report. All claims were acquired through GESTIM and cover cells whose boundaries are defined by latitudes and longitudes; the cells form a seamless grid without overlap throughout the province (see Figure 2 in the Technical Report). The work is being conducted with the appropriate exploration permits provided by the MERN. The holder is required to carry out assessment work prior to the 60th day preceding the second annual anniversary of the registration (see Table 1 in the Technical Report). Caster property claims were staked using the above-mentioned procedure outlined by the Quebec Ministry of Energy and Mines.

The Property lies in an active logging area with surface rights held by one of the companies which operate in the area. The author did not investigate the specific company holding the surface rights, but the portions of the Property have been active for forestry within the past 5 years.

The Pessamit territory, more specifically within the Nitassinan of Betsiamites which includes the Project area. The Pessamit territory covers an area of 135,000 km^2 and includes 4,000 members of the Innu Nation. The author is not aware of any exploration agreements between Archer and the Innu community.

Accessibility

The Property is part of Lac Paul region and is located ~150 km north of the Town of Saguenay (Figures 1-3). The area immediately surrounding the Property is uninhabited, with some cabins located along the routes to the Property, but no communities/full time inhabited areas noted past the villages referred to as reference points to access the Property. It is possible to access the Property with a 4x4 vehicle, or better, by two gravel roads. The existing roads on the Property can accommodate flatbed semi-trucks to mobilize heavy equipment. The first route, called "Chemin des passes", begins from the village of Saint-Ludger-de-Milot north of Alma and is ~120km SSW of the Property. There are several forestry roads provide access to the Property. An additional access road to the region begins from the village of Falardeau, north of Chicoutimi and 125km south of the Property. This road makes the Junction with "path-des-passes" at the SW corner of NTS 22E/15, with less of the route paved and extending travel times by as much as 45 minutes. There are several lakes on the Property which can be sources of water for future exploration work.

Physiography and Climate

Comparing data from Bonnard, ~100km north of the Property, with the Saguenay River lowlands ~150km South there is not a substantial difference, so one can anticipate conditions to be comparable to either, likely favouring Bonnard due to proximity to the Saguenay and St. Lawrence Rivers. Winter occurs from the beginning of November to the end of April. Snow precipitation can commence one month earlier in higher elevations of the area. Mean precipitation is 975mm and approximately 300cm of snowfall can be anticipated annually. The maximum elevation on the Property is 580m at the north end of the Property and the lowest point is 380m located on the western edge of the Property. The area is boreal forest, dominated by coniferous trees; the most common are white and black spruces, and pines. Parts of the Property are in the regenerating phase after commercial logging. Such regenerating areas have more abundant deciduous trees such as poplar and birch. Large mammals include moose and black bear, with rare forest caribou. Small fur bearing animals include wolf, fox, lynx, mink, marten and beaver among others. The numerous lakes have abundant trout populations.

Local Resources, Infrastructure

Saguenay is the main city in the region, 150km south of the Property. Saguenay is a city with a population of over 140,000 and is 200 kilometres north of Quebec City. This region of Saguenay-Lac Saint Jean has two major waterways – Lac St. Jean and the Saguenay River, as well as many other watercourses and connects to the St. Lawrence seaway. It is bordered by forests and mountainous massifs; the region is a fertile enclave on the Canadian Shield. Saguenay is a resource-based economy, mining and forestry as well as paper and aluminum processing. The city also has several hydro-electric power plants. This is an international seaport which is part of the essential infrastructure of the municipality as it generates several hundred jobs. Rio Tinto, a global leader in aluminum mining and smelting, has operations in the community and at the Saguenay port. Mining, drilling, geological and other exploration services are available in Saguenay; and other specialized services like airborne geophysical surveys can generally be sourced from within Quebec. Several lakes located on the Property are good source of water for exploration and mining work, a power line crosses the Property in the eastern side.

Rio Tinto also operates the Chutes-des-Passes run-of-river hydroelectric operation 25km to the west of the Property, which was installed as a 750MW capacity. Additionally nearby infrastructure includes a dirt airstrip an additional 5km WNW from the dam facility and a Seaplane-aerodrome at Lac Margane, 30km NW of the Property and also accessible by road.

The Caster claim group is within other claims to the north and south, there remains limited space open to the east and is currently unstaked to the west. Consideration would need to be given to the forestry company holding surface rights, but there should be ample room to support the necessary infrastructure if the property shows merit to be developed in the future.

History

<u>Early Exploration</u>

Although the area was historically prospected and explored for diversified commodities, including nickel, copper, iron, titanium, vanadium, ornamental stone plus gravel and sand, historic mapping covering this property in greater detail than the government regional maps does not currently exist. Early exploration for iron in this region began in the 1950's-1960's

In 1952 an airborne-magnetometer survey on part of the Lac St-Jean anorthosite massif conducted in 1952 by the Geological Survey of Canada indicated an extensive positive anomaly between the Shipshaw River and its tributary, the La Hache River. This survey expanded interest in exploration for iron and titanium north of the Saguenay River. In the spring of 1953 Crane Co. of Chicago, Illinois undertook 23.25 miles of ground magnetometer survey of part of the Lake St. John Anorthosite Massif in the sector of the La Hache East mineralization. No assays were given (Moyd, 1953).

In 1968, Terra Nova Explorations Ltd. works on the La Hache West prospect, which is located approximately 20km to the northeast. The company undertook 7.5 miles of line cutting and 7 miles of magnetometer surveying (Depatie, J., 1967). This poorly documented historic work appears to have predominantly been in the area, but not necessarily on the Property itself. The government regional sedimentary geochemical surveys does include samples over the Property, with geochemical results above background.

<u>2018 Exploration</u>

2018 Geomap Exploration Inc. carried out prospecting and sampling work on the Property. A total of 58 samples were taken. A massive ilmenite outcrop was discovered at coordinates 370000E and 5511800N which was mapped and sampled, surface exposure was traced for approximately 150 m along strike.

The sampling was almost entirely focused within this small area, with 50 of the samples were collected from a small area extending from 370000E to 370700E and 5511800N to 5512200N. Although reporting on the 2018 work conducted includes mapping, no products have been provided to the author and only regional government geology maps appear to document known geology on the property.

The outcome of this program is as follows, with focus only on the metals of interest and the results of the program. $Fe2O3$ results ranges from 3.41% to 69.9%. The $Fe2O3$ values in gabbroic suite of rocks vary from 4% to 28.4% whereas it changes from 3.40% to 69.9% in Anorthosite/Gabbroic Anorthosite rock suite. The $Fe2O3$ from 40% to 70% occur in 16 samples. Higher value samples (40%-70%) commonly occur in the area between 370140E to 37300E. In general, elevated $Fe2O3$ samples are commonly associated with elevated $TiO2$ and $V2O5$ values. $TiO2$ was identified in all samples. It ranges from 0.17% to 23.8%. The highest value in gabbroic rocks was 6.9%. The values exceeding 11% are noted in 17 samples. The samples with more than 11% $TiO2$ are associated with high $Fe2O3$ content (>40%). $V2O5$ values range from 0.02%-1.56%. The percentage of $V2O5$ in gabbroic suite of rocks is generally from 0.02% to 0.1% with the exception of a single higher assaying sample from the eastern end of the area of focus in 2018. The values of $P2O5$ range from 0.02% to 10.1%. Out of 57 samples, 16 have values of more than 1% whereas 13 are between 0.5% and 1%. $P2O5$ is distributed in both gabbro and gabbroic anorthosite rocks.

The majority of the Property area is covered by forest and alluvial deposits of overburden. The outcrops are discontinuous, limited in extent, poorly exposed and permits only a limited understanding of the geology. Two main types of intrusive rocks were identified through previous mapping and observed by the author.

1. Anorthosite/Gabbroic Anorthosite which are slightly to highly weathered with abundant magnetite

2. Gabbro which are slightly weathered and weakly magnetic

Initial Metallurgical Studies

The initial, high-level metallurgical testing which included Davis Tube Testing (DTT) and Specific Gravity (SG) was conducted on three samples. The results are not presented in this report due to a lack of documentation.

2018 Airborne Geophysical Survey

In December 2018 Géo Solutions Données GDS/Geo Data Solutions GDS Inc. (GDS) conducted a helicopter-borne magnetic survey consisting of 652 line-km over the Property. The survey was conducted with 50m line spacing oriented at 91.4 degrees, with 500m spaced perpendicular tie-lines (for processing and data leveling purposes). The survey results indicate a 2500 m long and over 500 m wide NNE-SSW trending magnetic high in the southeastern portion of the Property (see Figure 4 in the Technical Report). This magnetic anomaly was sampled in detail during 2018 exploration work. A similar but smaller target is located approximately one kilometre to the southwest of this identified target. There are several smaller magnetic bodies which are within the northeastern and southwestern parts of the claim block and the products generated from this survey should be used to further refine the targets and modeling of the Property.

Geological Setting

Regional Geology

The Property is located in the central part of the Grenville Province, a largely Proterozoic aged geologic province, and occupies a significant portion of northeastern North America (see Figure 8 in the Technical Report). It is the result of a Himalayan-type collisional orogen with associated plutonism in crustal rocks. The rocks have been poly-deformed with high grade amphibolite to granulite metamorphism and has undergone deep-level thrust stacking.

Many magmatic events took place within the central Grenville Province from 1510 to 985 Mya (Hébert et al., 2003), of which four events generated anorthositic suites. Approximately at 1330 Mya the labradorite-type at La Blache, the oldest plutonic suite intruded the basement assemblages in the central Grenville. This was followed by a multi-phase labradorite and andesine-type Lac Saint-Jean anorthosite suite (LSJ) (about 20,000 km^2) occurring from 1160-1140 Mya. Later, the andesine-type 1080-1060 MY the Saint-Urbain anorthosite suite was emplaced. The fourth anorthosite event is represented by the 1010-1008 MY andesine-type Labrieville anorthosite suite.

Gneiss

Quartzo-felspathic Gneiss (Unit M5) has a migmatitic ribbon texture and is marked by alternating layers of quartz, feldspar, biotite and hornblende. In thin bands, the rock is grainy and its texture is granoblastic, polygonal or interlobed. Quartz (25%) sometimes forms ribbons, plagioclase (15%) is weakly albitized, microcline (35%) is cryptoperthitic. A corrosion effect of plagioclase is often observed with formation of myrmekite. Horrnblende (5-8%) is interstitial, and biotite (15%) is slightly altered to chlorite.

Granulitic Gneiss (Unit M7) is composed of granodioritic or tonalitic to even monzonitic. These are beige to red and pink coloured rocks with coatings of brown colour on surface due to alteration. They are sometimes accompanied by amphibolite. Quartz, feldspars, biotite and hornblende are the main components. The magnetite is present everywhere orthopyroxene is in low quantity, and garnet are rare mainly restricted to shear zones. There is often pegmatitic texture and consists of feldspar and quartz with minor amounts of biotite and magnetite. These gneisses often contain relics of phenocrystals of feldspar, which suggested an igneous origin. Plagioclase (An < 20) is always antiperthitic and generally sericitized while microcline is perthitic. Green hornblende and biotite are variable in quantity and together are less than 20% of the rock. Orthopyroxene (Hypersthene) is sometimes altered in biotite-hornblende and in opaque minerals (magnetite) (RG9905).

Ribbon Grey and Pink Gneiss (M1A (RU)) is mainly exposed in its northeastern part of the Lac Paul region. This gneiss is a migmatitic rock that contains up to 20% leucosomes of white colour, composed mainly of quartz and plagioclase. The grey part is composed of quartz, plagioclase, biotite and hornblende. Garnet and orthopyroxene are present but less common. The levels of ribbon gneiss alternate with centimetric levels of white or pink pegmatite, granite and pink gneiss, and grey-black amphibolite. The pegmatite usually has big crystals of quartz and feldspar, most often distorted. Granitic gneiss is fine grained and shape usually of thinner levels (> 10 cm) than the other lithologies. The Amphibolite have also a fine grain size and their resistance to erosion makes them come out on the altered surface. The geochemistry of the ribbon gneiss and the amphibolite suggested that these rocks might have a supracrustal origin (RG9905).

Gabbroic Gneiss (M1 (13A)), outcrop north of the rocks of the anorthositic Suite. It usually is a Leucogabbro with salt and pepper texture, grey on a fresh surface and brownish to greenish on the altered surface. The rock is medium grained. Gabbroic rocks associated with an anorthositic Suite of Lac-Saint-Jean preserved tectonic fabric along regional faults.

Anorthosite Suites

The Lac St-Jean Anorthosite Suite (LSJ) covers an area of over 20,000 km2 and has been emplaced into migmatitic gneisses of the central granulite terrain of the Grenville Province (see Figure 8 in the Technical Report). The LSJ is the main intrusive mass in the region and covers more than 40% of the total area. On the basis of new geochronological data, two new anorthositic suites have been discovered within LSJ: the anorthositic Suite of Pipmuacan (1082 to 1045 Ma) and the anorthositic Suite of Valin (1016 to 1008 Ma) defined by Hebert and van Breemen (2005).

The LSJ is divided in two major facies. The first is represented by the mafic facies to ultramafics and constitutes the bulk of the LSJ. The second, much less important, corresponds to facies of intermediary and felsic composition. Mafic and Ultramafic Facies are mainly comprised of anorthosite, leuconorite, norite, troctolite, gabbronorite, olivine gabbro, gabbro, pyroxenite, peridotite, dunnite, magnetite and nelsonite. These lithologies were grouped into eight informal units (mPlsj 1 to 8) where mPlsj 2 and 3 units constitute, by far, the most of LSJ (see Figure 8 in the Technical Report).

The mPlsj 1 unit consists mainly of gabbro norite, which may contain thin beds of coronitic leuconorite. Gabbronorite is a lithology frequently associated with anorthositic masses. Gabbronorite is a homogeneous rock, medium grained, brown to greenish and black surface alternating and brownish grey or black on the fresh surface. It contains less than 50% coronitic orthopyroxene. Large pyroxene crystals often form parallel to foliation. The mPlsj1 unit covers majority of the Property and is found mainly in its central, eastern and southern part (see Figure 9 in the Technical Report).

The mPlsj 2 unit is the largest of the LSJ. It consists of anorthosite and leuconorite, a plagioclase of labradorite, light purple, light grey or bluish type, consists mainly of orthopyroxene (10-35%), with hornblende and biotite. There are also rare occurrences of norite, gabbro, gabbronorite, pyroxenite. Anorthosite is the most common rock and is composed of more than 90% plagioclase, whose crystal size varies from a few centimeters to tens of centimeters, and less than 10% orthopyroxene. Primary bedding is easily recognized in anorthosites and leuconorite. Individual beds have a thickness ranging from a few dozen centimetres to 2 - 3 meters. This unit is exposed to the southwest side of the Property.

The mPlsj 3 unit differs from the previous unit by a much higher proportion of leuconorite (70%) and subordinate anorthosite (30%). In addition, these rocks are composed of andesine-type plagioclase in contrast to the unit mPlsj2 (labradorite). The mPlsj3 unit also has leucotroctolites which are, in fact, leuconorite to olivine. They form very thin beds in leuconorite and norites. It is in the unit mPlsj3 that ultramafic lithologies are most frequently encountered, as well as the mineralization of magnetite and nelsonite. These rocks frequently contain concentrations of iron oxides, vanadium, titanium and apatite.

Magnetite in the mPlsj 3 unit occurs in the form of massive beds or breccias consisting of titaniferous magnetite, ilmenite and apatite. In massive form, these minerals are medium to fine grained. In breccias, on the other hand, they are often coarse grained and form coatings on fragments of anorthosite, leuconorite and norite as well as crystals or fragments of plagioclase and pyroxene. Nelsonite is a rock composed mainly of ilmenite and apatite and a little magnetite. Ilmenite is grey-black and dark while apatite can be white, yellowish or greenish in colour.

The mPlsj 4 unit is mainly found in the southwestern part of the Lac Paul region outside the Property area. It consists mainly of leuconorite with or without gabbro, accompanied by norite and a little diorite. There are sometimes enclaves of anorthosite.

The mPlsj 5 unit is found in the eastern part of the region, outside the Property area and forms a small mass of olivine gabbro. This gabbro contains up to 35% olivine with a little orthopyroxene and amphibole of ferromagnesian composition. Thin beds of dunnite and peridotite with iron oxides, titanium and apatite are also observed.

The mPlsj 6 unit, forms a large mass northwest of the Pipmuacan reservoir. This is mainly comprised of gabbro and is late facies of the LSJ. It is massive, medium grained, salt and pepper texture, and composes mainly of clinopyroxene type augite a ferro-augite and a little orthopyroxene. At some places, enclaves of anorthosite, leuconorite, gabbro, pyroxenite and oxide-enriched rocks are observed.

The mPlsj 7 unit corresponds to a breccia zone of magmatic origin that emerges a few kilometers west of the northern part of Lake Pamouscachiou outside to the south of the Property. This breccia is made up of angular fragments of anorthosite, leuconorite, gabbronorite and melanorite in a leuconorite matrix. Following the specific study of this breccia, Michaud (2002) proposes that the origin of this breccia is due to the presence of a magma chamber formed inside levels of leuconorite already consolidated.

The mPlsj 8 unit corresponds to a gabbroic enclave of calcsilicate rocks and marble transcribed by Gervais (1993) near Lac de Aigles in the southwestern part of the region. These enclaves can reach a length of 10 meters and come from the supracrustal Sequence of Saint-Onge which is nearby (RG200901).

Granites

There are several granites in the region out of which the Granite de La Carpe (mPcar) is located in the north-central part of the Lac Paul region (see Figure 8 in the Technical Report), to the west of the Property. Van Breemen (2009) obtained an age of 1028 Ma from a granite piece from an exhumed chip along the Lake Paul's Rift. This intrusion is made up of granite and monzonite more or less quartzitic with some metric levels of gabbroic diorite. The presence of hypersthene, partially or entirely transform in hornblende and biotite, suggests that these rocks were originally charnokitic. Granite is medium grained, pink beige on alteration surface and pink on a fresh surface. Monzonite is homogeneous, medium grained, buff brown on alternating surface and brown beige with greenish on a fresh surface. Gabbroic diorite is black, fine grained and contains, here and there, phenocrysts of potassium feldspar. These crystals are however more abundant near contact with granite or a monzonite, which suggests a comagmatic affinity. The Granite de La Carpe also has anorthosite enclaves belonging to the LSJ (RG200901).

<u>Structure</u>

The Pipmuacan reservoir region consists of rocks that have been affected by pre-Grenville, syn-Grenville and post-Grenville structures. The pre-Grenvillian structures are found within the region's ancient gneissic complexes as well as in supracrustal sequences. They are represented by ribboning of varying nature, and by a well-developed gneissosity which was subsequently affected by overlapping of younger structures. The main Grenvillian structural phenomena are marked by large NE-SW deformation corridors, the NNE-SSW regional faults and the folding. The NNE-SSW trending regional faults usually show a sinistral movement. They intersect NE-SW trending structural corridors and cause highly importing echelons. Some NNE-SSW faults have favoured creation of NE-SW structural zones and emplacement of various plutons. At regional scale, significant variations in the intensity of folding occurs between the west and east domains. In the western domain, no Grenville folding is observed while in the eastern area, the folds are numerous. In this area, there are large antiform structures and synforms of N-S and NE-SW direction. The folding of primary bedding in the anorthositic suites of the region is rarely observable due to the competence of these rocks. In gneissic complexes, one recognizes the ancient E-W gneissosity which was strongly folded during the Grenville orogeny.

At the local scale, two major NE-SW and NNE-SSW oriented fault systems (see Figure 9 in the Technical Report) are considered to have facilitated the emplacement of anorthositic rocks and numerous intermediate felsic plutons. Areas with NE-SW deformation are located on the southeastern and northwestern edges of the LSJ and the associated Zone of Pipmuacan which lies between two structures. The NNE-SSW faults move in echelon NE-SW deformation zones with a generally sinistral movement (see Figure 9 in the Technical Report).

Local and Property Geology

The Lac St-Jean and Saguenay geology was first documented and described by Laurin and Sharma under 1965-1967 Grenville Project (Laurin & Sharma, 1972 and 1975) at the scale 1:250,000 that was later compiled by Avramtchem and Piché (1980). In 2000, Quebec Geological Survey published geological report on Lac Paul region covering NTS map 22E15 (MERN publication RG9905). In 2009, Quebec Ministry of Natural Resources (MERN) published another geological report at 1:250,000 Scale on map sheet 22E which synthesized geology of Pipmuacan Region (Hebert, Breemen, and Claudieux 2009, RG2009-01). This publication describes major types of gneisses and anorthosite suites of the property and surrounding areas (see Figure 8 in the Technical Report).

The Anorthosite/Gabbroic and Anorthosite appears as weathered in various shades of brown (light brown, reddish brown, dark brown). The fresh colors include medium to dark gray, brownish gray and light brown. Magnetite commonly in disseminated form and occasionally as small lenses is most common in this rock type. Plagioclase feldspar, ilmenite, apatite and pyroxene were noted in places.

The Gabbros are generally light to rusty brown on weathered surfaces, light to dark gray and brownish gray on fresh surfaces. The rock is generally weakly magnetic. Medium to coarse grained Plagioclase feldspar, and pyroxene are principal minerals.

Mineralization

As observed in the Property outcrops the main mineralized horizons occur as massive oxide constituted visually of magnetite (37-70%), ilmenite (20-44%) and hercynite (5-12%). The ilmenite is coarsely granoblastic with no exsolution lamellae. The hercynite and vanadium oxide appear to be constrained to the magnetite. Detailed petrographic studies are needed for a better characterization. Field observations indicate magnetite occurs in the form of massive beds or breccias consisting of titaniferous magnetite, ilmenite and apatite. In massive form, these minerals are medium to fine grained. In breccias, they are described as coarse grained and form coatings on fragments of anorthosite, leuconorite and norite as well as crystals or fragments of plagioclase and pyroxene. Only minor small crackle breccia were observed in outcrop (cm scale) during the site visit.

Regionally, there are several showings of nickel-copper, iron, titanium and apatite. There is also a wollastonite deposit associated with the supracrustal Sequence of Saint-Onge. Some granite intrusions and anorthosite rocks are also favourable for architectural stone.

Iron and titanium oxide mineralization occurs within all Grenville anorthosite suites. Magnetite and ilmenite are found in the labradorite-type, while hema-ilmenite and magnetite are associated with the andesine-type. Other Fe-Ti mineralization are associated to the Labradorite anorthosite suite (Corriveau et al. 2007, Hébert et al. 2005), the Lac St. Jean anorthosite suite (LSJ) and the Rivière au Tonnerre anorthosite (Gobeil et al., 2003). Caster Property is a part of LSJ where phosphate mineralization (specifically apatite) is also associated with the Fe-Ti oxides.

Deposit Types

Magnetite ilmenite mineralization for vanadium-titanium-iron (V-Ti-Fe) is related to anorthosite-ferrodiorite type of deposition. These bodies are partly generated by igneous processes and partly by tectonic or diapiric processes. The anorthosite massifs are accompanied by ferrodiorites, ferrogabbros, and charnockites.

The anorthosite plagioclase varies in composition from andesine to labradorite. Ti-Fe-V bearing oxide minerals include ilmenite, magnetite, hematite, ulvospinel and minor rutile. The presence or absence of ilmenite as separate single crystals relatively free of intergrowths is the key feature determining the economic value of a deposit. In general, TiO_2 present in magnetite solid solution or as fine intergrowths in magnetite is considered valueless, whereas V_2O_5 is associated with magnetite.

The Lac St. Jean anorthosite complex is a labradorite-type to locally andesine-type anorthosite massif having a narrow age ranges of 1,700 to 900 MY (Force 1991). These massifs are generally accompanied by ferrodiorites, ferrogabbros and charnockites. Studies of the Ti-Fe-V-P mineral occurrences in the Grenville Province has shown that (I) apatite-bearing rocks are related to andesine-type anorthosites, (II) titaniferous magnetite is restricted to labradorite-type anorthosites, and (III) hema-ilmenite occurs only in andesine-type anorthosite and associated oxide-apatite-rich gabbronorites and nelsonites (Hébert et al., 2005).

Known mineralized occurrences in the Caster property are titaniferous magnetite associated to labradorite-anorthosite. Nelsonite with oxides and apatite is known in the La Hache monzonite, and possible hema-ilmenite associated to andesine-anorthosite needs also to be considered.

Deposits related to anorthosite-ferrodiorite massifs are of two types. In the first type, the deposits are true igneous rocks formed from titanium-rich liquids. In the second type, high-temperature metasomatism between igneous rocks and titanium-bearing wall rocks formed the deposits. The geological setting of the two types of deposit is similar, and sometimes, as at the Roseland occurrences in Virginia, the two types are present in the same district but did not form at the same time (Force, 1991).

Involved genetic processes for various ilmenite deposits have been compared with those of another ilmenite district in the Grenville province, the Lac Tio deposit north of Havre-Saint-Pierre, on the northern shore of the St. Lawrence Seaway. It is a massive, coarse grained, sub-horizontal igneous sheet more than 60 m thick hosted in andesine-anorthosite. The Lac Tio is the largest massive ilmenite deposit, in the world.

Most of the ilmenite deposits have been discovered by field exploration, but hidden extensions of magmatic ilmenite deposits are commonly found using aeromagnetic surveys. However, it must be considered that deposits contain ilmenite that is of a stoichiometric composition or is intergrown with hematite. Magnetite may be present only in the less attractive bodies, often in ferrodiorites. Therefore, within an area of magmatic ilmenite occurrence, all anomalies should be checked regardless of amplitude.

Exploration

The last meaningful exploration program conducted on the property was in 2018. The issuer has not conducted any exploration work on this property. The author did not notice any disturbances or exposures that couldn’t be accounted for by previous reports or forestry work.

Drilling

There has been no known drilling carried out on the property to date.

Sample Preparation, Analysis and Security

Six samples were taken by the author and sent to ALS Global's Val D'Or Geochemistry Laboratory. These samples were also pulverized, to 75µm and then analyzed using MC-ICP61 for ICP-MS results and MC-ICP06 to get whole rock characterization of the material. The samples placed in plastic sample bags with identifying Tyvek tags provided by the lab to identify each sample. The sample bags were then individually sealed and then sealed with work order in a "rice sack" and shipped via Canada Post to the lab. Upon receipt there was no indication that any of the samples had been tampered with.

The analytical protocols used at ALS Chemex were the ME-ICP61 for Trace Elements (Ag, Al, As, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Ga, K, La, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Sc, Sr, Th, Ti, U, V, W, Zn); ME-ICP06 for Major Elements as Oxides Fe2O3, TiO2, V2O5 (Al2O3, BaO, CaO, Cr2O3, K2O, MgO, MnO, Na2O, SiO2 and SrO); Loss on Ignition (LOI's) at 1,000°C; TOT-ICP06 for Total Calculations of Major Elements.

All samples received at ALS Minerals were digitally inventoried using a bar-code and then weighed. Samples having excess humidity were dried. Sample material was crushed in a jaw and/or roll crusher to 70% passing 9 mesh. The crushed material was split with a rifle splitter to obtain a 250 g sub-sample which was then pulverised to 85% passing 200 mesh using a single component (flying disk) or a two component (ring and puck) ring mill.

It is the author's opinion that sampling procedures, sample security and laboratory's handling of material used was sufficient and reliable and the results are representative of the material found on the property.

Data Verification

The author has been provided an historic draft report (with analysis of previous authors), this was also the source of information regarding the 2018 exploration work conducted. The 2018 program was the last work conducted on the property, so far as the author can find. The author reviewed this document and associated ArcGIS file containing sample results and locations. The geochemical values as presented appear a reasonable representation of the material based on the returned values from the author's sampling and therefore can be utilized as a representative characterizing dataset for the mineralization on the property to direct further exploration. The author took 6 check-samples in and around historic sampling, these samples are described in the table below. The one day site visit did give added perspective to the mineralization style at the property. In particular it was noted that the magnetite and illmentite appeared more as lenses or more massive along quartz vein contacts, as opposed to described large mineralizaed, homogeneous outcrop-scale mineralization. Channel sampling will help present a less biased assessment of mineralization on the property, but visually there is clearly zonation between massive ilmenite-magnetite and anorthosite.

Sampling conducted produced results in line with previous sampling at the same location with variation within expected variation due to different parts of the outcrop where sample could be attained. The results seem reasonable but the author was not provided assay certificates from an accredited lab and all results prior to 2020 were only provided to the author as an ArcGIS format file. The reader is therefore cautioned that these samples provide an indication of the mineral potential, in line with sampling conducted by the author but are of a lower confidence level and therefore have only been presented in a thematic map format. Samples presented in Table 3 of the Technical Report were taken by the author and are representative samples of the observed mineralization on the property.

The program and nature of the work was too small to undertake a fulsome QAQC program in the field/sampling each showing to meet a valid statistical rigour. This may be an item of consideration in future programs but the author will defer to the future crews to determine their best path forward. The 6 samples are representative of the mineralization described and was as anticipated prior to arrival to investigate the outcrops they were taken from. Additional sampling, even in the main area is encouraged and greater care be taken with documentation of results and corroborating documentation from a certified lab. Attention to detail and complete data integrity is strongly encouraged as this project receives more attention and the dataset grows.

Mineral Processing and Metallurgical Testing

An internal draft document provided to the author by Archer indicates that the vendor conducted Davis Tube Testing and specific gravity testing. These were of an initial high-level nature appropriate to an early-stage exploration program, but no corroborating documentation was provided from the lab in the form of a lab authored and signed memo, nor assay certificates. Work should be continued on studying the characteristics of these rocks and possible processes for extraction.

Mineral Resource Estimates

There are no mineral resource estimates on the Property.

Adjacent Properties

Arianne Phosphate Inc. hold the claims to the immediate north, south and to the east of the Property, known as the "Lac a Paul" project. Their project contains mineral resources and reserves contained in a feasibility study, titled "Feasibility Study to Produce 3Mtpy of High Purity Apatite Concentrate at the La a Paul Project, Quebec, Canada NI 43-101 Technical Report", which has an effective date of October 24th, 2013. Using a P2O5 cut-off grade of 3.5%, the report defines proven and probable reserves of 472.09Mt of 6.88% P2O5. The author has not verified the information and the information is not necessarily indicative of the mineralization on the property that is the subject of this technical report.

Interpretation and Conclusions

The Property has prospective geology for additional Ti-Fe-V and possibly phosphate mineralization. The underlying anorthosite gabbroic rocks of Grenville Geological Province have many other examples throughout the geologic province and previous endeavours have identified ilmenite showings in the rocks on the property. The field program in 2018 discovered an outcrop containing massive ilmenite which has been traced for approximately 150 m along strike.

The mineralization identified thus far appears to potentially be a result of some internal geometry, be it structurally controlled or remobilization concentrating the minerals in local sweats. The project needs additional geological mapping and sampling (trenching/channel sampling and likely drilling). Metallurgical testing to commercially separate iron, titanium and vanadium is another factor which may potentially impact the project.

Recommendations

<u>Program</u>

The author believes the Property has sufficient merit to justify further exploration. Based on the effectiveness of the geophysics in delineating the magnetic signatures of known mineralization on the property to characterize prospective additional targets and a lack of consistent outcrop on the property, further processing and target identification followed by trenching is the author's recommended coarse of action. The Northeast trending magnetic anomalies are the trenching targets and access at the NE end of the claim group is favourable for easy access and what be areas of limited overburden. The trenching work should involve stripping perpendicularly across these targets and channel sampled to characterize size and nature of mineralization where identified in trench.

Budget

The program would consist of further processing of the geophysical data, potentially some inversion modeling can help estimate depth to mineralization within the corridor and increase the chance of success in finding mineralized outcrop in the trenching targets. With several prospective trenching locations identified from the geophysics, a three person crew, consisting of a geologist, a geotechnical assistant and an excavator operator should conduct a program to systematically trench, map and channel sample and therefore characterize the magnetic corridor. This program would seek to expose 500m x 1m bedrock in trench and has an estimated budget of $110,000.

Item	Estimated Cost
Geophysical Processing and modeling	$18,000
Surface follow-up program	
Crew	$11,550
Accommodation	$3,330
Truck	$1,295
Excavator	$22,280
Travel	$6,000
Assays	$26,100
Reporting	$12,000
10% Contingency	$10,056
Total	**$110,611**

APPENDIX B

FINANCIAL STATEMENTS AND MD&A

ARCHER EXPLORATION CORP. (FORMERLY LIFT CAPITAL CORP.)

Financial Statements

For the year ended September 30, 2020 and for the Period from Incorporation on October 26, 2018 to September 30, 2019
(Expressed in Canadian Dollars)

401-905 West Pender St
Vancouver BC V6C 1L6
t 604.687.5447
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Independent Auditor's Report

To the Directors of Archer Exploration Corp. (formerly Lift Capital Corp.)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Archer Exploration Corp. (formerly Lift Capital Corp.) (the "Company"), which comprise the statements of financial position as at September 30, 2020 and 2019, and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the year ended September 30, 2020 and for the period from incorporation on October 26, 2018 to September 30, 2019, 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 September 30, 2020 and 2019 and its financial performance and its cash flows for the year ended September 30, 2020 and for the period from incorporation on October 26, 2018 to September 30, 2019 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our 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's continuing operations as intended are dependent upon the Company's ability to obtain the necessary financing to explore and commercialize its mineral claims and administer overhead expenses. As stated in Note 1, these conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis", but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required

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 G. Cameron Dong.

De Visser Gray LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC, Canada
January 29, 2021

ARCHER EXPLORATION CORP. (FORMERLY LIFT CAPITAL CORP.)
Statements of Financial Position
(Expressed in Canadian Dollars)

As at		**September 30, 2020**		**September 30, 2019**
Assets				
Current				
Cash and cash equivalents (Note 3)	$	217,486	$	1
		217,486		1
Total Assets		217,486		1
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities (Note 6)	$	8,392	$	-
		8,392		-
Total Liabilities		8,392		-
Shareholders' Deficit				
Share Capital (Note 5)		217,500		1
Deficit		(8,406)		-
Total Shareholders' Equity		209,094		1
Total Liabilities and Shareholders' Equity	$	217,486	$	1

Commitments and Contingencies (Note 4)

Subsequent events (Note 10)

Approved by on behalf of the Board:

Jeffrey Wilson (signed)
Jeffrey Wilson, Director

Faizaan Lalani (signed)
Faizaan Lalani, Director

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

ARCHER EXPLORATION CORP. (FORMERLY LIFT CAPITAL CORP.)
Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020	Period from Incorporation on October 26, 2018 to September 30, 2019
Operating Expenses		
General and administrative	$ 706	$ -
Professional fees (Note 6)	7,700	-
Net Loss and Comprehensive Loss	$ (8,406)	$ -
Basic Loss per Share	$ (0.00)	$ -
Weighted Average Number of Common Shares Outstanding	4,796,721	-

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

ARCHER EXPLORATION CORP. (FORMERLY LIFT CAPITAL CORP.)
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Number of Outstanding Shares	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Balance, October 26, 2018 - date of incorporation	-	-	-	-
Issuance of incorporation share	1	1	-	1
Balance, September 30, 2019	1	1	-	1
Re-purchase of incorporation share	(1)	(1)	-	(1)
Issuance of share capital	9,300,000	217,500	-	217,500
Net loss for the year	-	-	(8,406)	(8,406)
Balance, September 30, 2020	9,300,000	217,500	(8,406)	209,094

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

ARCHER EXPLORATION CORP. (FORMERLY LIFT CAPITAL CORP.)
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020	Period from Incorporation on October 26, 2018 to September 30, 2019
Cash Provided by (Used in)		
Operating Activities		
Net loss	$ (8,406)	$ -
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	8,392	-
	(14)	-
Financing Activities		
Proceeds from issuance of share capital	217,500	1
Re-purchase of incorporation share	(1)	-
	217,499	1
Inflow of Cash and Cash Equivalents	217,485	1
Cash and cash equivalents - Beginning of period	1	-
Cash and cash equivalents - End of period	$ 217,486	$ 1

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Archer Exploration Corp. (formerly Lift Capital Corp.) (the “Company”) was incorporated under the laws of the Province of British Columbia on October 26, 2018. The Company is focusing on the exploration of mineral claims located in Quebec, Canada. The Company’s registered and records office is 400 Burrard Street -Suite 1050, Vancouver BC, V6C 3A6, Canada.

These 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. There are material uncertainties that may cast significant doubt about the appropriateness of the going concern assumption as the Company is in the development stage and has not generated any revenues. As at September 30, 2020, the Company has a deficit of $8,406 (September 30, 2019 - $NIL) and for the year then ended, incurred a net loss of $8,406 (year ended September 30, 2019 –$NIL). The Company’s continuing operations as intended are dependent upon the Company’s ability to obtain the necessary financing to explore and commercialize its mineral claims and administer overhead expenses. Should the Company fail to commercialize its mineral claims, its ability to raise sufficient financing to maintain operations may be impaired and, accordingly, the Company may be unable to realize the carrying value of its net assets. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

In early 2020, there was a global outbreak of COVID-19, which continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact the Company’s operations will be dependent on future developments, which as of this time are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, and social distancing in Canada and other countries, business closures or business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease.

2. BASIS OF PRESENTATION

(a) Statement of compliance

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

(b) Basis of presentation

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

(c) Approval of the financial statements

These financial statements were authorized for issue by the Board of Directors on January 29, 2021.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and cash equivalents

Cash and cash equivalents are comprised of cash and highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant changes in value.

As of September 30, 2020, and 2019, the Company had cash and cash equivalents of $217,486 and $1, respectively.

(b) Financial instruments

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value less, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost, fair value through profit or loss or measured at fair value through other comprehensive income.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss. The Company classifies cash and cash equivalents as fair value through profit and loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Financial instruments (Continued)

(i) Financial assets (Continued)

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

There are no financial assets classified as measured as amortized cost.

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

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value less transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income. Accumulated gains or losses recognized through other comprehensive income remain within accumulated other comprehensive income when the financial instrument is derecognized or its fair value substantially decreases.

There are no financial assets classified as measured as FVTOCI.

<u>Derecognition</u>

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Financial instruments (Continued)

(ii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities include accounts payable and accrued liabilities, which are classified as measured at amortized cost.

(iii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair value due to the short-term maturity of these instruments.

(c) 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 are classified as equity instruments. Common shares issued for consideration other than cash are valued at the fair value of the assets received or the services rendered. If the fair value of the assets received or services rendered cannot be reliably measured, common shares issued for consideration will be valued at their fair value on the date of issuance.

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

The Company follows the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component. The fair value of the common shares issued in a private placement are determined to be the more easily measurable component and are valued at their fair value on the announcement date and the balance, if any, is allocated to the attached warrants.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

As of September 30, 2020, 7,800,000 warrants were excluded from the computation of diluted net loss per shar as the result of the computation was anti-dilutive.

(e) Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets, as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of long-lived assets to determine whether there is an indication that those assets have suffered an impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment charge (if any).

The recoverable amount used for this purpose is the higher of the fair value less costs 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 current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its recorded amount, the recorded amount of the asset is reduced to its recoverable amount. An impairment charge is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to a maximum amount equal to the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(g) Exploration and evaluation assets

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized. In evaluating if expenditures meet this criterion to be capitalized, management considers the following:

- The extent to which reserves or resources, as defined in National Instrument 43-101, have been identified in relation to the property in question;
- The conclusions of National Instrument 43-101 compliant preliminary economic assessment studies, preliminary feasibility studies and/or feasibility studies regarding the property in question;
- The status of environmental permits; and
- The status of mining leases or permits.

Once the Company considers that a future economic benefit is more likely than not of being realized, all subsequent costs directly relating to the advancement of the related area of interest are capitalized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Exploration and evaluation assets (Continued)

Exploration and evaluation assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If an indicator is identified, the asset's recoverable amount is calculated and compared to the carrying amount. For the purpose of measuring recoverable amounts, assets are grouped into CGUs. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

(h) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Recoverability of deferred tax assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant tax authorities, which occurs subsequent to the issuance of the financial statements.

(i) New accounting standards effective in the current year

IFRS 16, Leases ("IFRS 16") replaced IAS 17, Leases effective for annual periods commencing on or after January 1, 2019. The new model requires the recognition of lease contracts on a lessee's statement of financial position as a lease liability reflecting future lease payments and a 'right-of-use asset' with exceptions for certain short-term leases and leases of low-value assets. In addition, the lease payments are required to be presented on the statement of cash flow within operating and financing activities for the interest and principal portions, respectively.

The Company has determined that the adoption of IFRS 16 has had no impact on its financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended September 30, 2020, and have not been applied in preparing these financial statements.

The Company has determined that these new accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or will not have a significant impact on the Company's financial statements.

4. EXPLORATION AND EVALUATION ASSETS

On August 1, 2020, the Company entered into an option agreement with Geomap Exploration Inc. ("Geomap") whereby the Company was granted an exclusive option to acquire a 100% interest in a mineral property located in Lac Paul, Quebec.

Under the terms of the option agreement, the Company is required to make the following payments:

- $37,500 within 90 days of the agreement date (paid subsequent to year-end) (Note 10);
- $50,000 on or before the 12 month anniversary of the date upon which the Company is listed on a recognized stock exchange in North America (the "Listing Date"); and
- $75,000 on or before the 24 month anniversary of the Listing Date.

In addition, the Company is required to issue 750,000 common shares, as follows:

- 250,000 common shares on or before the 12 month anniversary of the Listing Date; and
- 500,000 common shares on or before the 24 month anniversary of the Listing Date.

The Company is also required to incur expenditures on the property of not less than $420,000, as follows:

- $120,000 on or before the 12 month anniversary of the Listing Date; and
- an additional $300,000 on or before the 24 month anniversary of the Listing Date.

Geomap will retain a 3.0% net smelter royalty on the property, of which 1/3 (or 1.0%) can be re-purchased by the Company at any time for $1,000,000.

5. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

As at September 30, 2020 and 2019, the total issued and outstanding share capital consists of 9,300,000 and 1 common shares, respectively.

On October 26, 2018, the Company issued 1 incorporation share of common stock for total proceeds of $1.

On January 15, 2020, the Company issued 1,500,000 shares of common stock at $0.005 per share for gross proceeds of $7,500. At the same time, the Company re-purchased the incorporation share for $1.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (Continued)

On March 15, 2020, the Company issued 6,000,000 units at $0.02 per unit for gross proceeds of $120,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable at $0.10 per common share and expires two years from the grant date.

On July 1, 2020, the Company issued 1,800,000 units at $0.05 per unit for gross proceeds of $90,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable at $0.10 per common share and expires two years from the grant date.

(c) Warrants

The below table summarizes the activity of warrants exercisable for common shares during the year ended September 30, 2020:

	Number of Shares	Weighted-Average Exercise Price	
Balance as of September 30, 2019	-	$	-
Granted	7,800,000		0.10
Balance as of September 30, 2020	7,800,000	$	0.10

The weighted average remaining life for the outstanding warrants at September 30, 2020 is 1.52 years

6. RELATED PARTYTRANSACTIONS

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 executive and non-executive members of the Company's Board of Directors and Corporate Officers.

The remuneration of the key management for the periods ended September 30, 2020 and 2019 are as follows:

	Year ended September 30, 2020	Period from Incorporation on October 26, 2018 to September 30, 2019
	$	$
Consulting	1,500	-

As at September 30, 2020, the Company had $1,500 (September 30, 2019 - $NIL) due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

7. RISK MANAGEMENT

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash and cash equivalents. The Company limited exposure to credit risk by maintaining its cash and cash equivalents in trust with large financial institutions in Canada. The Company is not exposed to significant credit risk.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As at September 30, 2020, the Company has sufficient funds to meet its current obligations of $8,392 (September 30, 2019 - $NIL). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(c) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

8. CAPITAL MANAGEMENT

The Company's primary sources of funds comes from the issuance of common shares through private placement. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as cash and shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There have been no changes to the Company's approach to capital management during the year ended September 30, 2020.

(Expressed in Canadian Dollars)

9. INCOME TAXES

The following table reconciles the amount of income tax expense on application of the combined statutory Canadian federal and provincial income tax rates:

		Year Ended September 30, 2020		2019
Net loss	$	(8,406)	$	-
Statutory rates		27.00%		27.00%
Income tax recovery at statutory rate		(2,270)		-
Adjustment for non-deductible amount		30		-
Benefit of tax losses not recognized		2,240		-
Income tax expense	$	-	$	-

As at September 30, 2020, the Company has approximately $8,000 (2019 - $nil) in estimated non-capital losses for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years. The non-capital losses expire in 2040.

10. SUBSEQUENT EVENTS

On October 13, 2020, the Company entered into an Amalgamation Agreement between the Company, Altair Capital Corp. ("Altair") and 1269569 B.C. Ltd, a wholly-owned subsidiary of the Company incorporated subsequent to year-end, whereby the entities will continue operations as one company. The Company issued to the shareholders of Altair 248 common shares per Class A common share of Altair, and one common share per Class B common share of Altair. The Company issued 3,288,250 common shares in relation to the Amalgamation Agreement.

On October 30, 2020, the Company completed the initial $37,500 payment related to its option agreement with Geomap (Note 4).

On October 15, 2020, the Company granted stock options to the directors and officers of the Company to acquire an aggregate of 40,000 common shares at an exercise price of $0.10 per common share for two years.

On November 20, 2020, the Company issued 1,200,000 special warrants at $0.10 per special warrant for gross proceeds of $120,000. Each special warrant, when exercised, will result in the holder receiving one Unit. Each Unit consists of one common share and one common share purchase warrant. Each share purchase warrant is exercisable at $0.15 per common share and expires two years from the grant date.

Subsequent to the closing of the Altair agreement, the Company decided not to pursue the Altair property outlined in the agreement. The intangible asset that was acquired through the Altair transaction during the interim period ended December 31, 2020 was analyzed by management and will be fully written off during the interim period ended March 31, 2021.

MD&A of the Company for the year ended September 30, 2020 and for the period from incorporation on October 26, 2018 to September 30, 2019

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited financial statements of the Company and the related notes thereto included in this Prospectus. This discussion is current as of the date of this Prospectus. The audited financial statements of the Company and the financial information contained in this MD&A were prepared in accordance with IFRS.

The following MD&A contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in this Prospectus under "Risk Factors".

General

The Company was incorporated on October 26, 2018 and focuses on the exploration of mineral claims located in Quebec, Canada. The Company has selected September 30 as its fiscal year end.

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized.

The Company has no operating cash flow and its level of expenditures is dependent on the sale of debt and equity capital to finance its exploration operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of common shares. From the date of incorporation on October 26, 2018 to September 30, 2020, it has raised $217,500 from the sale of shares and units that consist of common shares and warrants.

As at September 30, 2020, current assets were $217,486 and current liabilities were $8,392, resulting in working capital of $209,094 at that time. There are no known trends affecting liquidity or capital resources.

As at September 30, 2020, the Company had total assets of $217,486 which is comprised of $217,486 of cash. The net proceeds to be raised from the Offering are expected to fund the Company's operations for at least 12 months. See "Description of the Business" and "Use of Proceeds."

The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

While the information in this Prospectus has been prepared in accordance with IFRS 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, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Results of Operations

The loss for the year ended September 30, 2020, was $8,406. Total expenses for the year ended September 30, 2020 were $8,406, of which $706 was general and administrative costs, and professional fees were $7,700. Professional fees consist of legal, and accounting fees.

The loss for the period from October 26, 2018 to September 30, 2019, was $0.

Disclosure of Outstanding Security Data

As of September 30, 2020, the Company had: 9,300,000 common shares issued and outstanding, and 7,800,000 warrants, exercisable at $0.10 with a weighted average remaining life of 1.52 years outstanding.

As of the date of this Prospectus, the Company has: 12,588,250 common shares issued and outstanding, and 9,000,000 warrants outstanding, of which 7,800,000 are exercisable at $0.10 and 1,200,000 are exercisable at $0.15.

Additional Disclosure for Junior Issuers

The proceeds raised under this Prospectus are expected to fund the Company's operations for at least 12 months. Refer to the section 'Available Funds and Principal Uses' for a detailed summary of the use of funds.

Financial Instruments and Other Instruments

The carrying values of cash and accounts payable approximate their fair values because of the short-term maturity of these financial instruments. The Company has no exposure to Asset Backed Commercial Paper.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

Use of Estimates

Preparing financial statements requires management to make estimates and assumptions that affect the reported results. The estimates are based on historical experience and other assumptions believed to be reasonable under the circumstances. Critical accounting policies are disclosed in the annual audited financial statements.

Transactions between Related Parties

Refer to Note 6 of the audited financial statements included in this prospectus for an overview of all transactions between related parties for the year ended September 30, 2020, and the period from October 26, 2018 to September 30, 2019.

Accounting Policies

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the audited financial statements for the year ended September 30, 2020, and the period from October 26, 2018 to September 30, 2019. The Company, in consultation with its Auditor, periodically reviews accounting policy changes implemented within its industry.

APPENDIX C

AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

ARTICLE 1
PURPOSE

1.1 The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Archer Exploration Corp. (the "**Company**") shall assist the Board in fulfilling its financial oversight responsibilities. The overall purpose of the Committee is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Committee will obtain an understanding of the responsibilities of the Committee membership as well as the Company's business, its operations and related risks.

ARTICLE 2
COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of at least three members of the Board, the majority of whom are not officers or employees of the Company or of an affiliate of the Company.

2.2 All members of the Committee shall be financially literate as defined in NI 52-110 – *Audit Committees* or any successor policy.

2.3 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.4 Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

2.5 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.6 The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.7 Meetings of the Committee shall be conducted as follows:

(a) the Committee shall meet at least four times annually at such times and at such locations as maybe requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

(b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

2.8 The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ARTICLE 3
ROLES AND RESPONSIBILITIES

3.1 The overall duties and responsibilities of the Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Company's external auditors and assess their performance;

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

3.2 The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

(i) contents of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Company's financial and auditing personnel;

(iv) co-operation received from the Company's personnel during the audit;

(v) internal resources used;

(vi) significant transactions outside of the normal business of the Company;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3.3 The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

3.4 The Committee is also charged with the responsibility to:

(a) review and approve the Company's annual and interim financial statements and related Management's Discussion & Analysis ("**MD&A**"), including the impact of unusual items and changes in accounting principles and estimates;

(b) review and approve the financial sections of any of the following disclosed documents prepared by the Company:

(i) the annual report to shareholders;

(ii) the annual information form;

(iii) annual MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

3.5 Without limiting the generality of anything in this Charter, the Committee has the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee, and

(c) to communicate directly with the Auditor.

ARTICLE 4
EFFECTIVE DATE

4.1 This Charter was implemented by the Board on November 23, 2020.

CERTIFICATE OF ARCHER EXPLORATION CORP.

Dated: January 29, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia.

"Jeffrey Wilson"	*"Nelson Lamb"*
Jeffrey Wilson	Nelson Lamb
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Faizaan Lalani"	*"Trevor Nawalkowski"*
Faizaan Lalani	Trevor Nawalkowski
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: January 29, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia.

"Jeffrey Wilson"
Jeffrey Wilson

SCHEDULE "B"
CAPITALIZATION TABLES

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	13,788,250	22,833,250	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)	11,250	56,250	0.01%	0.03%
Total Public Float (A-B)	13,777,000	22,777,000	99.9%	99.7%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	1,152,938	1,152,938	8.4%	5.0%
Total Tradeable Float (A-C)	12,624,062	21,624,062	91.5%	94.7%

Public Securityholders (Registered and Beneficial)

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	140	176,750
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-
4,000 – 4,999 securities	-	-
5,000 or more securities	17	13,600,250
TOTAL	**157**	**13,777,000**

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	-	-
100 – 499 securities	-	-
500 – 999 securities	-	-
1,000 – 1,999 securities	-	-
2,000 – 2,999 securities	-	-
3,000 – 3,999 securities	-	-

4,000 – 4,999 securities	-	-
5,000 or more securities	1	11,250
	1	11,250

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security	**Date of Expiry**	**Exercise Price ($)**	**Number of convertible / exchangeable securities outstanding**	**Number of listed securities issuable upon conversion / exercise**
Warrants	March 15, 2022	$0.10	6,000,000	6,000,000
Warrants	July 1, 2022	$0.10	1,800,000	1,800,000
Warrants	February 3, 2022	$0.15	1,200,000	1,200,000
Options	October 15, 2022	$0.10	45,000	45,000

14.3 Provide details of any listed securities reserved for issuance that are not included in section 14.2.

Not applicable.

SCHEDULE "C"
CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Archer Exploration Corp., hereby applies for the listing of the above mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Arched Exploration Corp. 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 5th day of February, 2021.

Signed "Jeffrey Wilson"
Jeffrey Wilson
Chief Executive Officer

Signed "Nelson Lamb"
Nelson Lamb
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Signed "Faizaan Lalani"
Faizaan Lalani
Director

Signed "Trevor Nawalkowski"
Trevor Nawalkowski
Director

PROMOTER

Signed "Jeffrey Wilson"
Jeffrey Wilson
Promoters