No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

A copy of the preliminary prospectus has been filed with the securities regulatory authorities in each of British Columbia and Alberta, but has not yet become final for the purposes of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities in British Columbia and Alberta.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions. See "Plan of Distribution".

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

December 18, 2020

LAKEWOOD EXPLORATION INC.
(the "**Company**" or "**Lakewood**")

OFFERING:
3,000,000 Common Shares
at a price of $0.10 per
Common Share

Lakewood Exploration Inc. is hereby offering, pursuant to this prospectus (the "**Prospectus**"), through its agent, Canaccord Genuity Corp. (the "**Agent**") on a commercially reasonable efforts basis, to purchasers' resident in the Provinces of British Columbia and Alberta and in such offshore jurisdictions outside of Canada and United States as may be agreed upon by the Company and the Agent, 3,000,000 Common Shares (as defined herein) of the Company (the "**Shares**") at a price of $0.10 per Share, for gross proceeds of $300,000 (the "**Offering**"). The offering price of the Shares and the terms of the Offering have been determined by negotiation between the Company and the Agent.

The Offering hereunder will close on the Closing Date. The completion of the Offering is subject to a minimum subscription of 3,000,000 Shares for aggregate gross proceeds of $300,000. If the minimum subscription is not received by 90 days following the issuance of a receipt for the final Prospectus, unless an amendment is filed and receipted in which case the Offering shall be extended for a further 90 days from receipt of the amendment to the final Prospectus but in any event not more than 180 days from the date of receipt for the final Prospectus, then the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

	Price to Public	Agent's Commission(1)	Proceeds Available to the Company(2)
Per Share	$0.10	$0.008	$0.092
Offering	$300,000	$24,000	$276,000

Notes:

1. The Company has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds from the sale of Shares under the Offering (the "**Agent's Commission**"), and to grant the Agent non-transferable agent's warrants (the "**Agent's Warrants**") entitling the Agent to purchase that number of Common Shares of the Company (the "**Agent's Warrant Shares**") equal to 8% of the Shares sold under the Offering, at a price of $0.10 per Agent's Warrant Share for a period of 24 months from the Listing Date (as defined herein). The Company will also pay the Agent a corporate finance fee of $25,000 (the "**Corporate Finance Fee**"), payable in cash, upon completion of the Offering. This Prospectus qualifies the distribution of the Agent's Warrants to the Agent. The Company has also agreed to pay the Agent's expenses in connection with the Offering, including legal fees and disbursements and the Agent's reasonable out-of-pocket expenses for which the Company has paid a $20,000 retainer (the "**Agent's Expenses**"). See "Plan of Distribution".
2. Before deducting the balance of the expenses of the Company estimated at $49,000 (including the Agent's Expenses relating to the Offering) and the Corporate Finance Fee. See "Use of Proceeds".

There is no market through which the securities offered hereunder may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The head office of the Company is located at Suite 200 – 551 Howe Street, Vancouver, British Columbia, V6C 2C2 and the registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Investments in natural resource issuers involve a significant degree of risk. The degree of risk increases substantially where the Company's Property is in the exploration as opposed to the development stage. The Property of the Company are in the exploration or pre-exploration stage and are without a known body of commercial ore. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

The Company has applied to list the Common Shares (including the Shares and Agents' Warrant Shares) on the Canadian Securities Exchange (the "**Exchange**"). Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

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 Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Agent, as exclusive agent of the Company for the purposes of the Offering, conditionally offers the Shares on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement referred to under "Plan of Distribution".

Subscriptions will be received for the Shares subject to rejection or acceptance in whole or in part and the right is reserved to close the subscription books at any time. Physical certificates representing the Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for electronic delivery by non-certificated inventory ("**NCI**") through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and will be deposited with CDS on the Closing Date. If delivered in NCI form, no physical certificates evidencing the Share will be issued to purchasers under this Prospectus, a registration will be made in the depository services of CDS. Purchasers of Shares will receive only a customer confirmation from the Agent or registered dealer that is a CDS participant and from whom or through whom a beneficial interest in the Shares were purchased.

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105, *Underwriting Conflicts*) to the Agent.

The following table sets out securities issuable:

Agent's Position	Maximum size or number of securities available	Exercise period or acquisition date	Exercise price or average acquisition price
Agent's Warrants(1)	240,000 Agent's Warrant Shares	24 months from the Listing Date	$0.10 per Agent Warrant Share
Total Securities Issuable	240,000 Agent's Warrant Shares		

Note:
1. The Agent's Warrants are qualified for distribution pursuant to this Prospectus. See "Description of Securities Distributed" and "Plan of Distribution" for more information about the Agent's Warrants.

Unless otherwise noted, all currency in this Prospectus is stated in Canadian dollars.

Certain legal matters relating to the securities offered hereby will be passed upon by Cassels Brock & Blackwell LLP, on behalf of the Company and by Miller Thomson LLP, on behalf of the Agent. No person is authorized to provide any information or to make any representation in connection with this offering other than as contained in this Prospectus.

AGENT:

CANACCORD GENUITY CORP.
609 Granville Street, Suite 2200
Vancouver, British Columbia, V7Y 1H2

Telephone: (604) 643-7300
Facsimile: (604) 643-7606

TABLE OF CONTENTS

GLOSSARY

"**Agency Agreement**"	means the agency agreement to be entered into between the Agent and the Company relating to the Offering;
"**Agent**"	means Canaccord Genuity Corp;
"**Agent's Commission**"	means the cash fee equal to 8% of the gross proceeds from the sale of Shares under the Offering payable to the Agent by the Company;
"**Agent's Expenses**"	means the Agent's expenses in connection with the Offering which, pursuant to the Agency Agreement, the Company has agreed to repay to the Agent, including legal fees and disbursements as well as the Agent's reasonable out-of-pocket expenses;
"**Agent's Warrants**"	means the 240,000 share purchase warrants to be granted to the Agent as partial consideration for its services in connection with the Offering as described under the heading "Plan of Distribution";
"**Agent's Warrant Shares**"	means the Common Shares issuable upon exercise of the Agent's Warrants;
"**Author**"	means Derrick Strickland, P.Geo., the author of the Report;
"**Closing**"	means the closing of the Offering;
"**Closing Date**"	means such date that the Company and the Agent mutually determine for Closing of the Offering;
"**Common Share**"	means a common share in the capital of the Company;
"**Company**" or "**Lakewood**"	means Lakewood Exploration Inc.;
"**Corporate Finance Fee**"	means the $25,000 (plus GST) payable by the Company to the Agent, pursuant to the terms of the Agency Agreement;
"**Escrow Agreement**"	means the escrow agreement to be entered into between the Company, National Securities Administrators Ltd. and various Principals of the Company prior to Closing;
"**Exchange**"	means the Canadian Securities Exchange;
"**Listing Date**"	means the date on which the Common Shares of the Company are first listed for trading on the Exchange;
"**NSR**"	means a net smelter returns royalty;
"**Offering**"	means the Offering of Shares of the Company as described in this Prospectus;
"**Offering Price**"	means $0.10 per Share;

"**Option Agreement**"	means the property option agreement dated November 2, 2017 between the Vendor and the Company, whereby the Company has the option to earn a 100% undivided interest in the Property;
"**Principal**"	a principal of an issuer is: 1. a person or company who acted as a promoter of the Company within two years before the Prospectus; 2. a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus; 3. a 20% holder – 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 Company's initial public offering; 4. a 10% holder – a person or company that: (a) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's initial public offering and (b) 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; A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal and a principal's spouse and their relatives that live at the same address as the principal will also be treated as principals;
"**Project NSR**"	means the 2% NSR on all base, rare earth elements and precious metals on the Property pursuant to the Option Agreement;
"**Property**" **or** "**Lacy Property**"	means the mineral property which the Company has an option to acquire a 100% undivided interest in, subject only to the Project NSR, pursuant to the Option Agreement, consisting of three non-surveyed contiguous mineral claims totaling 590.07 hectares located on NTS maps 92F/07 centered at 124° 43" 32" Longitude and 49° 16" 31" Latitude within the Nanaimo and Alberni Mining Divisions of British Columbia;
"**Prospectus**"	means this prospectus and any appendices, schedules or attachments hereto;
"**Report**"	means the technical report entitled "NI 43-101 Technical Report on the Lacy Property, British Columbia, Canada" with an effective date of April 30, 2018, and prepared for the Company by the Author, an independent consulting geologist providing services in accordance with National Instrument 43-101;
"**Securities Commissions**"	means the British Columbia Securities Commission and the Alberta Securities Commission;

"**Selling Provinces**"	means British Columbia and Alberta and any other provinces in which this prospectus has been filed and in which the Shares will be offered for sale, as may be agreed upon by the Company and the Agent;
"**Shares**"	means the 3,000,000 Shares offered for sale under this Prospectus;
"**Stock Option Plan**"	means the Company's stock option plan to be adopted on the Closing Date by the Company's board of directors and providing for the granting of incentive options to the Company's directors, officers, employees and consultants;
"**Subscriber**"	means a person that subscribes for Shares under the Offering; and
"**Vendor**"	means Barrie Field-Dyte.

GLOSSARY OF TECHNICAL TERMS

Ag	Chemical symbol for silver.
Anomalous	A description of anything statistically out of the ordinary.
Au	Chemical symbol for gold.
B	Chemical symbol for boron.
Bi	Chemical symbol for bismuth.
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of Chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade Metamorphic rocks, or as alteration products of ferromagnesian minerals.
Cd	Chemical symbol for cadmium.
Cu	Chemical symbol for copper.
EM	Electromagnetic.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
g/t	Means grams per tonne.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
Hg	Chemical symbol for mercury.
Igneous Rock	A rock formed by the crystallization of magma or lava.
K	Chemical symbol for potassium.
km	Kilometre.

Li	Chemical symbol for lithium.
Lithologic	Pertaining to rock.
Metamorphic	Pertaining to the process of metamorphism or to its results.
Mineralization	The presence of minerals of possible economic value – and also the process by which concentration of economic minerals occurs.
ml	Millilitre.
Mn	Chemical symbol for manganese.
Pb	Chemical symbol for lead.
Phyllite	A Metamorphic rock, intermediate in grade between slate and mica Schist. Minute crystals of sericite and Chlorite impart a silky sheen to the surfaces of cleavage (or Schistosity). Phyllites commonly exhibit corrugated cleavage surfaces.
Porphyry	An Igneous Rock of any composition that contains conspicuous phenocrysts in a fine-grained groundmass.
Ppb	Parts per billion.
Ppm	Parts per million.
Proterozoic	Of or relating to the later of the two divisions of Precambrian time, from approximately 2.5 billion to 570 million years ago, marked by the buildup of oxygen and the appearance of the first multicellular eukaryotic life forms.
Pyrite	An iron sulphide.
Pyrrhotite	A monoclinic and hexagonal mineral (FeS); invariably deficient in iron; variably ferrimagnetic; metallic; bronze yellow with iridescent tarnish; in mafic Igneous Rocks, contact Metamorphic deposits, high-temperature veins, and granite pegmatites.
S	Chemical symbol for sulphur.
Sb	Chemical symbol for antimony.
Schist	A strongly foliated crystalline rock, formed by dynamic metamorphism, that can be readily split into thin flakes or slabs due to the well developed parallelism of more than 50% of the minerals present, particularly those of lamellar or elongate prismatic habit, e.g., mica and hornblende.
Te	Chemical symbol for tellurium.
W	Chemical symbol for tungsten.

Zn	Chemical symbol for zinc.

PROSPECTUS SUMMARY

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

The Company The Company is engaged in the business, pursuant to the Option Agreement, of exploration of mineral properties in Canada. The Company holds an option to acquire a 100% undivided interest, subject only to the Property NSR, in the Lacy Property described herein. The Company's objective is to explore and develop the Lacy Property. See "Narrative Description of the Business".

The Property The Lacy Property consists of three non-surveyed contiguous mineral claims totalling 590.08 hectares located on NTS maps 92F/07 centered at 124° 43" 32" Longitude and 49° 16" 31" Latitude within the Nanaimo and Alberni Mining Divisions of British Columbia.

The Offering The Company is offering 3,000,000 Shares for sale in the Selling Provinces, at the Offering Price of $0.10 per Share. See "Plan of Distribution".

Use of Proceeds The Company will receive aggregate net proceeds of $202,000 from the sale of Shares pursuant to this Prospectus after deducting the Agent's Commission, the Corporate Finance Fee of $25,000 and the estimated expenses for this Offering of $49,000. These funds will be combined with the Company's existing working capital deficiency of approximately $624 as at November 30, 2020, for total available funds of $201,376 which will be used by the Company as follows:

Principal Purpose	Funds to be Used(1)
To complete the recommended exploration program on the Lacy Property for 12 months(2)	$105,950
To provide funding sufficient to meet administrative costs for 12 months(3)	$85,426
To make cash payment in connection with Option Agreement	$10,000
Total:	$**201,376**

Notes:
1. See table in proceeding section under heading "Recommendations" for a summary of the work to be undertaken, a breakdown of the estimated costs, and the nature of title to or the Company's interest in the Property.
2. See "Use of Proceeds". The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a

reallocation of funds may be necessary.
3. See “Use of Proceeds”.

The Company had negative cash flow from operations in its most recently completed financial year.

Risk Factors

An investment in the Shares should be considered highly speculative and investors may incur a loss on their investment. The Company has no history of earnings and to date has not defined any commercial quantities of mineral reserves on the Property. The Company has negative operating cash flow. After completion of the Offering, the Company may require additional financing in order to fund its ongoing exploration program on the Property and there is no assurance that such financing will be obtained. While the Company has followed standard industry accepted due diligence procedures to ensure that the Vendor has valid title to the Property, there is no guarantee that the Company’s 100% interest, once earned, will be certain or that it cannot be challenged by claims from aboriginal or indigenous titles, or unknown third parties claiming an interest in the Property. The Company and its assets may also become subject to uninsurable risks. The Company’s activities may require permits or licenses which may not be granted to the Company. The Company competes with other companies with greater financial resources and technical facilities. The Company may be affected by political, economic, environmental and regulatory risks beyond its control. The Company is currently largely dependent on the performance of its directors and officers and there is no assurance the Company can retain their services. There is currently no market through which the Company’s securities may be sold and purchasers may not be able to resell Shares purchased under this Prospectus. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Property is in the exploration stage only and is without a known body of ore. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search of additional business opportunities on behalf of other corporations and situations may arise where these directors and officers are in direct competition with the Company. The Offering Price of Shares under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer an immediate and substantial dilution of their investment. See the section entitled “Risk Factors” for details of these and other risks relating to the Company’s business.

Summary of Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and notes thereto appearing elsewhere in the Prospectus and should be read in conjunction with the audited financial statements and related notes.

	For the year ended September 30, 2020 **Audited**
Revenues	NIL
Loss	$24,165
Total Assets	$167,548

Total Liabilities	$43,964
Shareholder's Equity	$123,584

See "Selected Financial Information and Management's Discussion and Analysis".

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

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information or financial outlooks (collectively, "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. In particular, this Prospectus contains forward-looking statements pertaining to the following:

- Proposed expenditures for exploration work, and general and administrative expenses (see: "Narrative Description of the Business – Recommendations" and "Use of Proceeds" for further details);

- Expectations generally regarding completion of this Offering and the ability to raise further capital for corporate purposes; and

- Treatment under applicable governmental regimes for permitting and approvals (see: "Risk Factors").

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, those disclosed in any other of the Company's public filings, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See "Risk Factors". The Company has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by applicable securities law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

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

CORPORATE STRUCTURE

NAME AND INCORPORATION

The Company was incorporated under the laws of the Province of British Columbia and under the *Business Corporations Act* (British Columbia) on May 2, 2017 under the name Lakewood Exploration Inc. The Company's registered office is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. The Company's head office is located at Suite 200 – 551 Howe Street, Vancouver British Columbia, V6C 2C2. The Company is engaged in the exploration of mineral properties in Canada. See "Narrative Description of the Business".

INTERCORPORATE RELATIONSHIPS

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The principal business carried on and intended to be carried on by the Company is the exploration of mineral resources on the Company's principal Property, being the Lacy Property, which is in the exploration stage.

PRODUCTION AND SERVICES

The Company is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor does its Property have any known or identified mineral resources or mineral reserves. The Company's principal products under exploration are gold and silver.

As the Company is an exploration stage company with no producing properties, it has no current operating income, cash flow or revenues. The Company has not undertaken any current resource estimate on the Lacy Property. There is no assurance that a commercially viable mineral deposit exists on the Lacy Property. The Company does not expect to receive income from either the Lacy Property within the foreseeable future. The Company intends to continue to evaluate, explore and develop the Lacy Property through additional financings. The Company's objective is the exploration and evaluation of the Lacy Property. Toward this end, the Company intends to undertake the work program on the Lacy Property recommended by the Author of the Report.

SPECIALIZED SKILL AND KNOWLEDGE

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants and others for exploration and development expertise. The Corporation does not anticipate any difficulties in locating competent employees and consultants in such fields.

COMPETITIVE CONDITIONS

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties as well as for the recruitment and retention of qualified employees. As a result of this competition, the majority of which is with companies with greater financial resources and technical facilities than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The ability of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing its present properties, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company.

CYCLES

The Company's mineral exploration activities may be subject to seasonality due to adverse weather conditions including, without limitation, inclement weather, snow covering the ground, frozen ground and restricted access due to snow, ice or other weather-related factors.

ECONOMIC DEPENDENCE

The Company is dependent on the Option Agreement. In the event that the Option Agreement is terminated the Company would lose all of its right and interest to the Lacy Property. See "Description of the Business – The Option Agreement" for additional information on the Option Agreement.

ENVIRONMENTAL PROTECTION

All aspects of the Company's field operations will be subject to environmental regulations and generally will require approval by appropriate regulatory authorities prior to commencement. Any failure to comply could result in fines and penalties. With the Lacy Property at the exploration stage, the financial and operational impact of environmental protection requirements is minimal. Should the Lacy Property advance to the production stage, then more time and money would be involved in satisfying environmental protection requirements.

EMPLOYEES

The Company does not have any employees and intends to utilize consultants to carry on most of its activities and, in particular, to supervise certain work programs on its Property.

FOREIGN OPERATIONS

The Company does not have any foreign operations.

HISTORY

On November 2, 2017, the Company entered into the Option Agreement whereby the Company was granted an option to acquire an undivided 100% right, title and interest in and to three non-surveyed contiguous mineral claims totaling 590.08 hectares comprising the Lacy Property, subject only to the Project NSR.

To fund its exploration activities and to provide working capital, the Company has relied on the sale of Common Shares from treasury.

Since incorporation, the Company has raised gross proceeds of $236,500 privately through the sale of its Common Shares by way of private placements (see “Prior Sales”). The Company intends to raise additional funding under the Offering to carry out additional exploration of the Lacy Property as set out in the section entitled “Use of Proceeds”.

THE OPTION AGREEMENT

Pursuant to the Option Agreement, the Vendor granted the Company an option to acquire a 100% interest in the Lacy Property, which consists of three non-surveyed contiguous mineral claims totalling 590.08 hectares. The Property is located within the Nanaimo and Alberni Mining Divisions of British Columbia.

In order to earn its interest in the Lacy Property, the Company is required to complete the following cash payments and share issuances:

Date for Completion	Cash Payment	Number of Common Shares to be Issued
Within 15 days of the Listing Date	$10,000	300,000
Total	**$10,000**	**300,000**

Note: All cash payment amounts are payable to Barrie Field-Dyte

The Option Agreement grants the Company an option only. The Company is, therefore, not obligated to meet any of the above option obligations in the event that it chooses to terminate the Option Agreement and abandon the Lacy Property for any reason. The Company may terminate the Option Agreement at any time on 30 days’ written notice to the Vendor. The Option Agreement will also terminate upon the expiration of 30 days after service of notice in writing by the Vendor of a breach of any condition or covenant by the Company if such breach has not been remedied,

The Option Agreement will automatically terminate if the Common Shares are not listed on the Exchange by July 31, 2021.

Pursuant to the Option Agreement, the Company or its designate shall act as the operator with respect to all exploration work to be carried out on the Property during the term of the Option Agreement. Upon completion by the Company of all of its obligations under the Option Agreement, it will have earned a 100% undivided interest in the Lacy Property, subject only to the Project NSR.

The Option Agreement also provides that the Project NSR of 2% is payable to the Vendor on all base, rare earth elements and precious metals produced from the Property. Each 1% is purchasable by the Company for $1,000,000 for an aggregate purchase price of $2,000,000 for a five-year term commencing on the first day of commercial production of the Lacy Property and any subsequently acquired claims staked by either party contiguous to the Property would become part of the Property and be covered by the Option Agreement.

During the term of this Option Agreement, the Company has the exclusive right to enter in and upon the Property to explore, examine, prospect, investigate, map, survey, mine, develop and to carry out commercial production on the Property.

THE LACY PROPERTY

The following represents information summarized from the Report prepared pursuant to the provisions of National Instrument 43-101 *Standard of Disclosure for Mineral Properties* by the Author, Derrick Strickland, P. Geo., an independent consulting geologist. A complete copy of the Report is available for review, in color, on the Company's profile on the System for Electronic Document Analysis and retrieval (SEDAR) located at the following website: www.sedar.com. Alternatively, the Report may be inspected during normal business hours at the Company's business offices at 200 - 551 Howe Street, Vancouver, British Columbia, V6C 2C2.

PROJECT DESCRIPTION, LOCATION AND ACCESS

The Lacy Property claim consists of three non-surveyed contiguous mineral claims totaling 590.07 hectares located on NTS maps 92F/07 centered at 124° 43" 32" Longitude and 49° 16" 31" Latitude. The claims are located within the Nanaimo and Alberni Mining Divisions of British Columbia. The Mineral claims are shown in Figures 1 and 2, and the claim details are illustrated in the following table.

Table 1: Mineral Claims

Title Number	Claim Name	Issue Date	Good To Date	Area (ha)
1055580	LACY	2017/OCT/16	2021/DEC/06	126.46
1056850	LACY - 2	2017/DEC/06	2021/DEC/06	168.59
1056851	LACY - 3	2017/DEC/06	2021/DEC/06	295.03

There has been no reported historical production on the Lacy Property, and the Author is not aware of any environmental liabilities that have potentially accrued from any historical activity. The Author is not aware of any permits obtained for the Property for the recommend work.

The Author undertook a search of the tenure data on the British Columbia government's Mineral Titles Online (MTO) website which confirms the geospatial locations of the claim boundaries and the Lacy Property ownership as of April 30, 2018. BC MTO indicates that the Vendor is the current registered 100% owner of all Lacy mineral claims above (Table 1). A review of the MTO website indicates that surface rights for entire Lacy Property are privately for held. The Company is required to consult each landowner before commencing exploration work.

In British Columbia, the owner of a mineral claim acquires the right to the minerals that were available at the time of claim location and as defined in the *Mineral Tenure Act* of British Columbia. Surface rights and placer rights are not included. Claims are valid for one year and the anniversary date is the annual occurrence of the date of record (the staking completion date of the claim).

To maintain a claim in good standing the claim holder must, on or before the anniversary date of the claim, pay the prescribed recording fee and either: (a) record the exploration and development work carried out on that claim during the current anniversary year; or (b) pay cash in lieu of work. The amount of work required in years one and two is $5 per hectare per year, years three and four $10 per hectare, years five and six $15 per hectare, and $20 per hectare for each subsequent year. Only work and associated costs for the current anniversary year of the mineral claim may be applied toward that claim unit. If the value of work performed in any year exceeds the required minimum, the value of the excess work can be applied, in full year multiples, to cover work requirements for that claim for additional years (subject to the regulations). A report detailing work done and expenditures must be filed with, and approved by, the B.C. Ministry of Energy and Mines. No work permits would be required to undertake the proposed work program. permits have been currently applied for.

The Company is unaware of any significant factors or risks, besides what is noted in the Report, which may affect access, title, or the right or ability to perform work on the Lacy Property. The reported historical work and the proposed work is on private land.

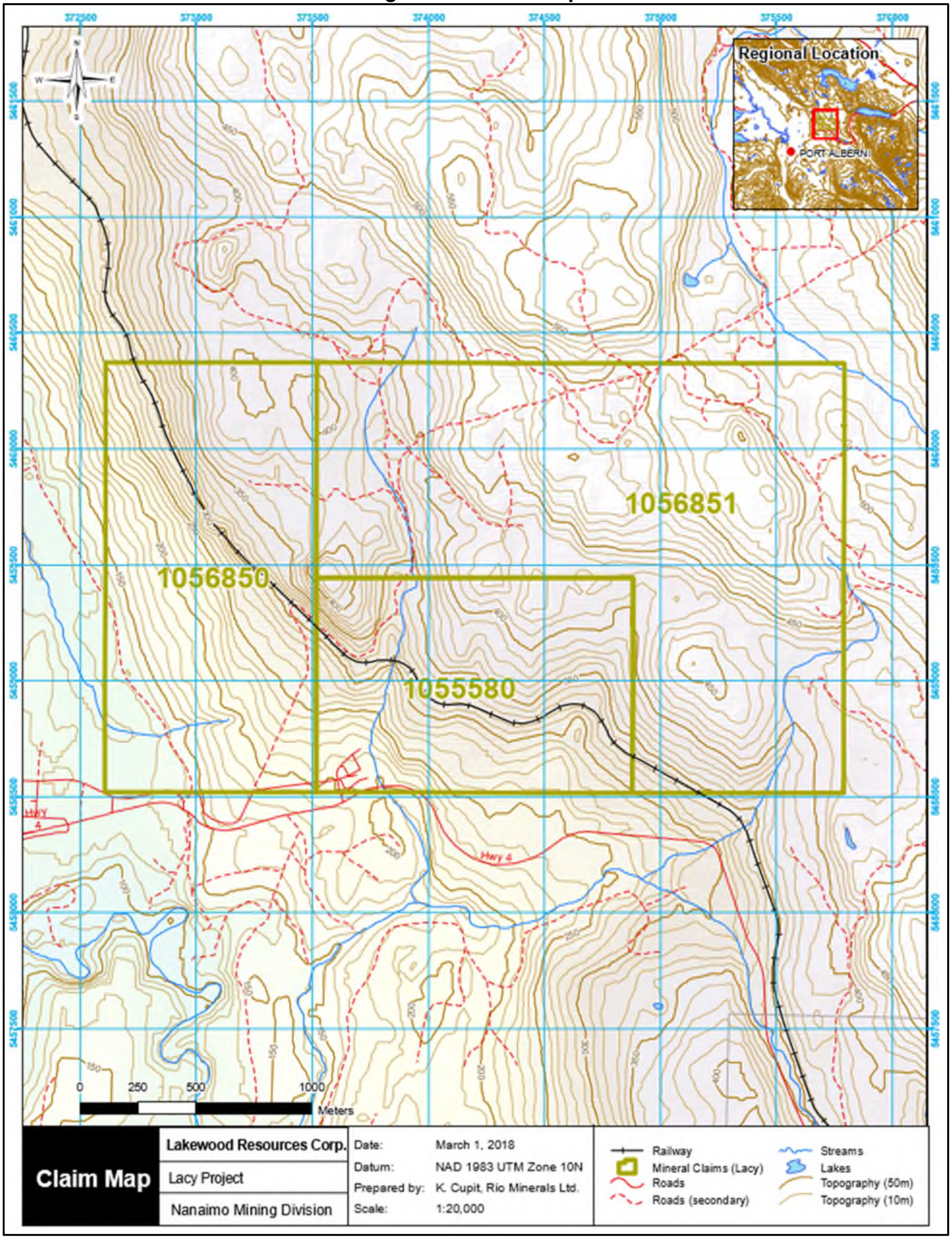
On November 2, 2017, the Company entered into the Option Agreement with the Vendor to acquire the Lacy Property. Exercise of the option to acquire the Lacy Property requires the payment of cash of $10,000 and the issuance of 300,000 Common Shares, to be issued within fifteen days of the Listing Date.

The Option Agreement also provides for the following:

- payment of the Project NSR to the Vendor;
- purchase by the Company of each 1% of the Project NSR for $1,000,000 for an aggregate purchase price of $2,000,000 for a five-year term commencing on the first day of commercial production of the Lacy Property; and
- any subsequently acquired claims staked by either party contiguous to the Property would become part of the Lacy Property and be covered by the Option Agreement.

Figure 1: Regional Location Map

Figure 2: Claim Map



ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access to the Lacy Property is eight kilometres to the east of the town of Port Alberni along highway four. Highway four is at the southern end of the Property.

The climate of in the area is characterized by a mean annual temperature of approximately 6.5ºC and annual rainfall amounts ranging from 1,500 to 3,400 millimetres. Greater rainfall and heavier snow packs occur at higher elevations while valley bottoms are drier and less prone to heavy snow accumulations during the winter months. The coastal rainforest climate promotes rapid tree growth and revegetation of disturbed areas such as clear-cuts and road openings.

Vegetation on the Lacy Property includes trees of the Coastal Douglas Fir bio-geoclimatic zone which is characterized by Douglas Fir, western red cedar and hemlock. Spruce, amabilis fir and birch are found at elevations less than 900 metres. Alder, willow, poplar and cottonwood are commonly found on old logging roads. Undergrowth is typically a variable mixture of salal, devil's club and salmonberry.

The area is an active logging region with plenty of heavy equipment and operators available for hire. Most of these operators live in Lake Cowichan, Duncan or Port Alberni. Duncan and Port Alberni are major population centres and are within a one to two-hour drive of the project and provide all amenities including police, hospitals, groceries, fuel, helicopter services, hardware, and other necessary items. Drilling companies are present in these communities, while assay facilities are located in Vancouver, British Columbia.

Infrastructure in the area is primarily a well-maintained network of logging roads that transect the area of the claims. The nearest powerlines, gas pipelines and rail heads are located in Port Alberni.

Topographically, the Columbia Shear Property exhibits a moderate relief with an elevation ranging from 140 to 1,058 metres above mean sea level over an area of 34 square kilometres. There are numerous rivers and streams running through the survey area which connect various lakes and wetlands. There are some visible signs of culture such as roads and trails throughout the block.

HISTORY

During the 1960’s Gunnex Limited, in partnership with Canadian Pacific Oil and Gas carried out various regional and detail surveys, mostly for base metals, on the E & N Railway Land Grant on Vancouver Island. As part of that program, the area south of Horne Lake, centered on the present Lacy Lake claims, was geologically mapped on 1" to 1/4 mile scale by the Hugo Laanela during 1964-1966 (Laanela 1987). Several taconite showings and airborne magnetic anomalies in the claim groups areas were also examined and described. Subsequent regional mapping of Vancouver Island in 1970's by G.S.C. (Muller, 1971-1980) on a more general scale has resulted in revision of the Sicker Group nomenclature in the Cowichan-Horne Lake Uplift area, based on comparison with similar Sicker Group rocks in Buttle Lake area and elsewhere.

Most and highest of these geochemical anomalies occurred in the SW (diagonally) of Lacy Property. A helicopter-borne magnetometer survey was carried out in 1962 by Hunting Survey Corporation Limited for Department of- National Resources of the CP Railway Company (Calgary), prior to the 1960's joint partnership program with Gunnex Limited on the E & N Railway Land Grant, between latitudes 40° N and 40° 20' N. The purpose of this survey was to locate magnetite bodies of economic size and grade and to assist in (preliminary) geological mapping of the Land Grant area.

Lode Resources Corporation 1986-1987

Lode Resources Corporation during 1986-1987 had a crew consisting of two geologists and four geotechnicians carried out a reconnaissance type geological-geochemical-geophysical survey. The entire survey in 1986-1987 was twice the size of the current claim configuration. However, the southern half of the 1986-1987 work program covers the all current claim configuration.

For the purpose of this section of the Report all the totals for the work undertaken in 1986-1987 are disclosed. The actual totals on the current Property configuration is half that historical numbers.

The 1986-1987 program saw the creation of a 7.2 km long base-line, at azimuth 330° extending diagonally through the Property and paralleling the regional geological strike. Additional crosslines, at 100-metre line-intervals were run on the South part of the grid, mainly on current claim for more detailed surveys. A small 25-metre line-interval grid was run in this area over a pyritic massive sulphide showing just north of the railway track, on current claim. This grid formed the bases for the collection of 1,625 B-horizon soil a VLF-EM and magnetic surveys, the generation of 1:5,000 geological map, and the collection of 74 rock samples.

Five grab rock samples on the current property configuration gave the following values in Table 2.

Table 2: Historical Rock Samples

Sample No	Au ppb	Cu ppm
20	14900	62
25	2320	42
43	2320	11
44	520	56
45	3550	7

Aside from a number of small and "spot" anomalies present throughout the grid area, gold also forms a rather distinctly outlined NNW trending narrow anomalous zone which extends from the south boundary of the current property. This anomalous zone, or rather, a trend which often zig-zags and branches. The range of gold values in soils is from 1 to 415 ppb, with the background in the 1-2 ppb range; the "threshold" value is about 5-6 ppb, while the value of 9 ppb Au or higher is taken as anomalous.

The highest gold values, some in hundreds of ppb, occur in the detailed grid area over the Main Showing, in the center of the current claim. A comparison with geology indicates that anomalies are associated with the mafic rocks (diabase and gabbro), also locally with some quartz veins and massive pyritic sulphide occurrences.

Historic sampling by Lode Resource Corp in 1987 returned 14.9 g/t Au from rock samples of massive and semi-massive pyrite from the Main Showing located in the southwest portion of the property. This historic high-grade gold sample consisted of weathered sericite from the Main Showing cliff face and contains 64 ppm Cu, 6 ppm Pb, 32 ppm Zn, and 0.9 g/t Ag.

The East Track showing consists of 30-60 cm wide zones of quartz-carbonate-pyrite veining in sheared, weakly schistose greenstone (agglomerate, volcanic breccia, andesitic tuff-flow protolith), located approximately 300 metres east of the Main Showing.

The East Track occurrence sampled by Lode Resource Corp in 1987 returned 2.32 g/t Au associated with increased pyrite and trace amounts of chalcopyrite. Quartz-carbonate hosted sulphide mineralization present in the Main and East Track mineral occurrences follow fault-fracture zones that generally trend north and northwest, and dip sub-vertically.

Paul Sauliner 2009 and 2011

In 2009 Paul Sauliner undertook a small soil survey in the north east corner of the current property configuration. Sixty soil samples were collected and only 26 were sent for analysis. None of the analyses appears to be above background levels.

In 2011 Paul Sauliner undertook a small soil survey in the east side of the current property configuration. 25 soil samples and 7 rock samples were collected. No analyses appear to be above background.

GEOLOGICAL SETTING AND MINERALIZATION

Regional Geography

After Sutherland-Brown,1988

Vancouver Island is a characteristic part of Wrangellian terrane and was most likely fully developed before its accretion to the North American Cordillera. Pre-accretionary Wrangellia is dominated by three thick, discrete volcanic piles separated by thinner platformal sequences and penetrated by a major group of plutons that are consanguineous and substantially coeval with the youngest pile. The tectonic settings of the three superposed volcanic sequences evolved from a primitive marine arc to a marine rift, or back-arc rift, and then to a mature emergent arc (Sutherland-Brown and Yorath, 1987). Neither the base nor the top of these superposed piles has been recognized but the measured accumulation is over 12 kilometres thick.

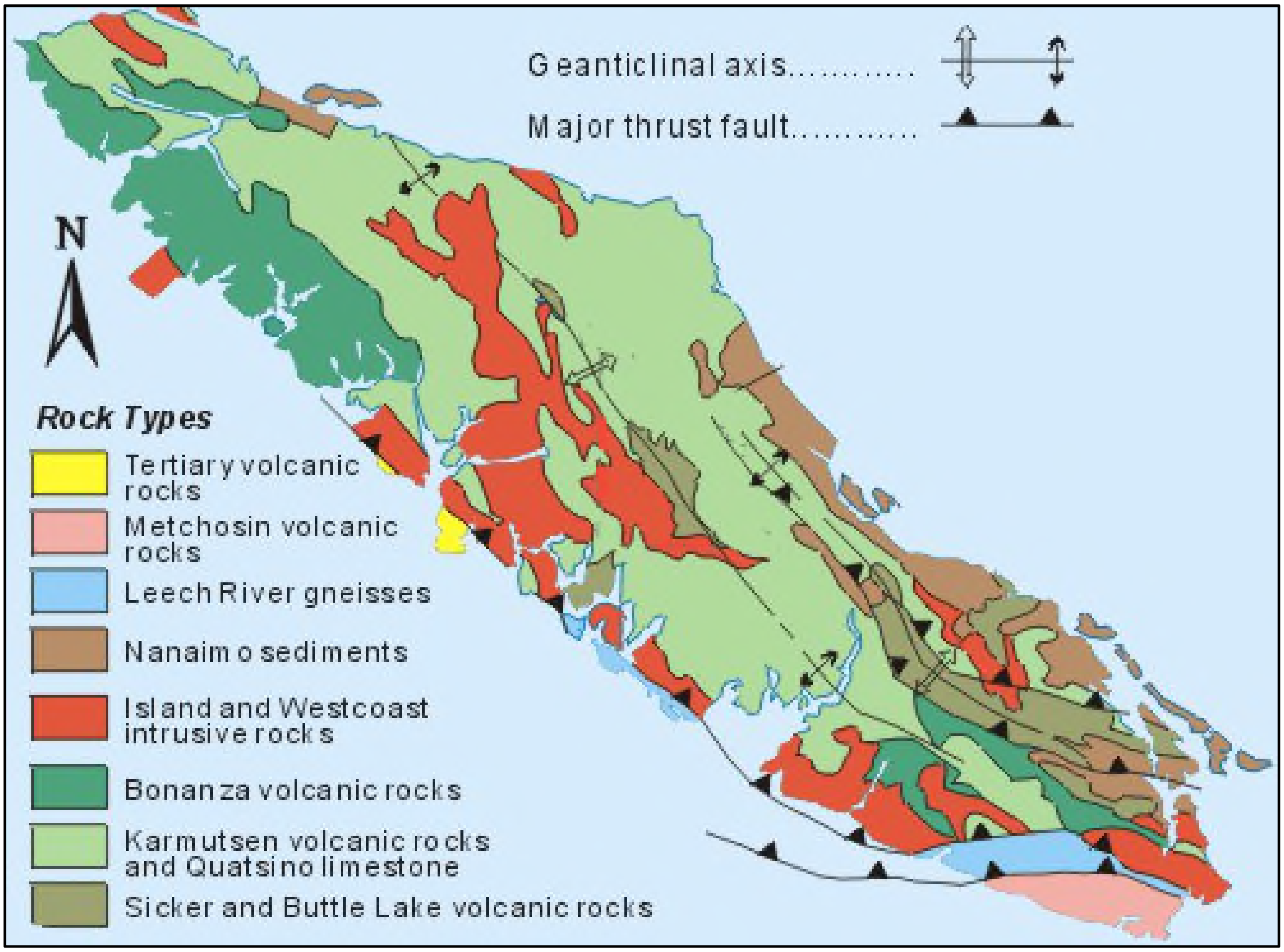
Rocks of the early marine arc form the Sicker Group of Late Devonian age. These are separable into two thick formations: the Nitinat which is dominated by augite-phyric basaltic andesite agglomerates; and the McLaughlin Ridge which is characterized by volcaniclastic sandstones but also which contains aphyric andesitic pillow lavas or felsic volcanics. The Sicker Group is overlain by Carboniferous and Permian sedimentary strata, the Buttle Lake Group, which resulted from the development of a shallow marine platform. The basal formation is a thinly bedded one, the Cameron River (now called the Fourth Lake Formation), comprised of chert, argillite, sandstone and bioclastic limestone. Overlying it is a massive bioclastic crinoidal limestone, the Mount Mark Formation and above this is a thin unit of sandstone and shale, the St. Mary's Lake Formation.

Minor folding, uplift, erosion, and deposition of shales occurred through the Middle-Triassic before the eruption in the Karnian of the Karmutsen Formation, a thick pile composed of uniform ferro-tholeiite. Though of consistent chemistry the Karmutsen is composed of three stratigraphically superposed effusive facies of differing texture, a lower pillow lava member, an intermediate pillow breccia and an upper massive amygdaloidal flow member. In addition there is a hypabyssal suite of sheeted-dykes and sills. This marine rift assemblage is overlain by a late Karnian sedimentary sequence characterized by a mainly shallow water carbonate, the Quatsino Formation. This limestone is in turn overlain by two thin units of Norian age, a flaggy argillite and limestone, the Parson Bay Formation, and a reefoid limestone, the Sutton Formation.

The third pile forms a mature and emerging arc, the Bonanza Group of Early Jurassic age. This consists of a lower, partly marine, fine-grained red felsic tuff, the Redbed Creek facies, and a thick upper facies comprising early pyroclastic andesites grading upwards to subaerially deposited rhyolitic tuffs. The Island intrusions were comagmatic with the Jurassic volcanism but their emplacement and cooling continued beyond the time of eruption.

Post-accretionary sequences in the Alberni region are represented by the sandstone, shale, and conglomerate of the Nanaimo Group of Late Cretaceous age, and mainly by units of the first cycle. These consist of a local conglomerate, the Benson facies, and a more widely distributed sandstone facies of the Comox Formation, overlain by a shale and turbidite unit, the Haslam Formation. The basal part of the second cycle, the Extension Protection Formation, also occurs locally in the region. Plutonism was renewed in the middle to late Paleogene and early Neogene resulting in the emplacement of the Catface intrusions of quartz diorite porphyry.

Figure 3: Vancouver Island Simplified Geology



Property Geology
After Laanela, 1987

The Lacy Property is underlain predominantly by northwest trending volcanic-volcaniclastic-sedimentary rocks of the Paleozoic Sicker Group, except for the margins of the property where the younger mafic volcanics of the Vancouver Group and sediments of the Nanaimo Group occur. The Sicker Group rocks form a "jigsaw puzzle" of fault blocks and display a. very complex stratigraphy with numerous intercalations and rapid lateral facies changes. The rocks are commonly schistose in the vicinity of faults with associated carbonatization and silicification. Elsewhere they are relatively fresh with internal textures and fossils preserved. The stratigraphic nomenclature devised by the G.S.C. (Muller, 1980) was found to be inadequate for mapping at this scale, so a strictly lithological format was adopted. Attempts have been made, however, to place each lithological unit within Muller's succession. The units are described in roughly ascending order (Figure 4).

Unit 1: (oldest?) Consists of basaltic to andesitic volcanic, and a second volcaniclastic rocks which occur along the easternmost side of the Property, and as a few thin members higher up in the sequence. Pillowed flow textures are common along with quartz and calcite filled amygdules and plagioclase/hornblende porphyritic textures. Clastic rocks are subordinate and range from fine tuffs and reworked tuffs, to coarse agglomeratic and pillow breccia horizons. Lenses of jasper-magnetite iron formation are present in two locations within this unit. The larger occurrence is known as the Cameron Lake Iron Showing and is discussed separately later in this report. Related to Muller's scheme this unit probably represents the uppermost Nitinat Formation.

Unit 2: On the Property is the most widespread and also the most complex displaying discontinuous individual lithologic units, and the most widespread facies changes. Lithologies include massive volcaniclastic "melange" containing clasts and blocks (up to lm) of all types of volcanic rocks and chert in a poorly sorted wacke-like matrix. This grades laterally into thickly bedded mafic to intermediate lapilli tuff, chert, and chert breccia (containing rip-up clasts). Chemical sedimentary rocks are subordinate and include grey to green chert and lenses of pale red jasperoidal and manganiferous chert (especially north of Lacy Lake). Hematization has locally affected Unit 2, and to a lesser degree Unit 1, imparting to the rocks a streaky and patchy maroon coloured tinge. This alteration is believed to be diagenetic and unrelated to later faulting and fluid movement.

Unit 3: Consists of agglomeratic rhyolite flows a n j felsic tuff, and is relatively uncommon on the property, occurring in the southeast as a single lens up to 150 metres thick. It is quartz and feldspar porphyritic, with minor sericitic tuffaceous beds, and contains numerous white pegmatitic quartz patches and veins. Agglomeratic phases contain clasts 1-5 cm in size, which are sub-rounded and display partially resorbed margins within a fine grained siliceous matrix. Finely disseminated pyrite is present in the matrix and in the clasts.

Unit 4: Consists of a very distinctive white to green rhythmically laminated cherty tuff which occurs as lenses and interbeds mainly within Unit 2, and possibly as a lateral equivalent of Unit 3.

Unit 5: Comprises dacitic to andesitic flows which underlie a large area in the southern portion of the map-area. These flows are plagioclase and hornblende porphyritic, with phenocrysts up to 5 mm. Minor tuffaceous, cherty, and fragmental beds are also present. Units 2 through 5 correlate with the main body of the Myra Formation of Muller's succession.

Unit 6: Is comprised of distinctive calcareous sediments consisting predominantly of thickly bedded crinoidal limestone, with lesser dark grey to black chert and argillite. Minor chloritic tuffaceous material is also present locally, as are weakly jasperoidal chert beds near the (?) paraconformable contact with overlying Vancouver Group volcanics. This unit correlates with the Buttle Lake Formation, and also occurs as lenses within the Myra Formation. Caves, sinkholes and underground streams were encountered while mapping the limy members of this unit. Also, in the vicinity of diabase-gabbro intrusions contact metamorphism has converted the limestone to a cream-coloured marble, which has been quarried economically in the past on the property.

Unit 7: Includes diabase and gabbro intrusions which are restricted to Units 2 through 6. The intrusions occur as dyke swarms, sills, and large bodies, and possibly are coeval with Vancouver Group-Karmutsen Formation volcanism. Muller (1980) included these diabase-gabbro intrusions in his "Sediment-Sill Unit" which is an informal division transitional between the Myra and Buttle Lake Formations. On the Lacy-Stokes property these intrusions are common at approximately this stratigraphic level, but also occur lower in Unit 2 as dyke swarms. These dyke; display slightly elevated background base and precious metal levels, along with a distinctive high magnetic signature due to the presence of accessory sulphides and magnetite. The large gabbroic intrusion cut by the railway tracks in the south part of the property contains small pod-like bodies and seams of pyrite in the face of a blasted rock-cut. Grab samples from here assayed up to 0.46 oz/T gold, and are described as the "main or railway showing".

Unit 8: Consists of prominently outcropping massive basaltic flows, along with lesser andesite and intrusive equivalents. This unit correlates with the Triassic Vancouver Group (Karmutsen Fm.) and occupies the northern and western margins of the Property.

Unit 9: (youngest) Is composed of the Cretaceous Nanaimo Group sediments consisting of mainly soft-weathering conglomerate, shale and greywacke, occupying the low-lying areas at the southernmost edge of the Property.

Mineralization

The Lacy Property features elevated gold and silver values associated with late-stage (fracture & fault infilling) quartz-carbonate-sulphide veins and breccia. Secondary alteration minerals consist of chlorite, quartz, sericite, epidote, hematite, carbonate, ankerite, and limonite.

The most prominent gold and silver occurrences on the Lacy Property are exposed along the abandoned CPR railway track (Main and East Track Au occurrences) where elevated gold and silver values are associated with pyrite and trace chalcopyrite, malachite mineralization.

Historic sampling by Lode Resource Corp in 1987 returned 14.9 g/t Au from rock samples of massive and semi-massive pyrite from the Main Showing located in the southwest portion of the property. This historic high-grade gold sample consisted of weathered sericite from the Main Showing cliff face and contains 64 ppm Cu, 6 ppm Pb, 32 ppm Zn, and 0.9 g/t Ag.

The East Track showing consists of 30-60 cm wide zones of quartz-carbonate-pyrite veining in sheared, weakly schistose greenstone (agglomerate, volcanic breccia, andesitic tuff-flow protolith), located approximately 300 metres east of the Main Showing.

The East Track occurrence sampled by Lode Resource Corp in 1987 returned 2.32 g/t Au associated with increased pyrite and trace amounts of chalcopyrite. Quartz-carbonate hosted sulphide mineralization present in the Main and East Track mineral occurrences follow fault-fracture zones that generally trend north and northwest, and dip sub-vertically.

In the northeast portion of the Lacy Property at the Cameron Lake iron-copper mineral occurrence, multiple contorted and crackle brecciated jasper-hematite layers and lenses (widths of 1-3 metres), are exposed along a strike length of 250 metres. Magnetite seams 2-3 cm wide occur within the deep-red coloured jasper. Previous sampling of a quartz vein containing pyrite and malachite from this area returned 0.12% Cu. Secondary magnetite veins 2-3 cm wide cut the jasper and occur in breccia textures with quartz and minor pyrite. These are considered a target for gold bearing mineralization.

A number of geochemical soil anomalies, consisting of precious and base metals, and other associated or "pathfinder" metals, form several, distinct, NW to NNW trending geochemically anomalous zones, following the strike of regional geology. The 2018 soil survey identified gold in soil anomalies that occur intermittently in the central Main Zone and East Track Zone. In addition, several spot high Au in soil values occur in the north portion of the soil grid where there is little or no outcrop.

A prominent zinc in soil anomaly occurs in the western portion of the grid area and roughly correlates with banded hematite-jasper iron formation hosted in chert and carbonate lithologies of the Buttle Lake Group volcanic and sedimentary sequence. Gold pathfinder elements such as arsenic (As) form intermittent spot high anomalies, however arsenic is not considered an important pathfinder for gold with respect to Lacy Property.

There are also several silver soil anomalies following north to northwest trending underlying bedrock lithologies. Geophysical surveys consisting of VLF-EM and ground magnetics also reveal a number of similarly trending anomalies, or zones consisting of several closely parallel north-northwest trending anomalies. Some of these are associated with geochemical soil anomalies, while others appear to be associated with fault-fracture zones (VLF-EM conductivity contrasts) or mafic bodies.

Main "Railway" Showing (Minfile 092F 451)

Located adjacent to the railway tracks between, this showing contains coarse grained massive pyrite in seams and pods over an area 10 m x 7 m on a vertical rock-cut face. There is no evidence of sulphide mineralization or alteration in original outcrop surfaces on top of the rock-cut.

Individual sulphide pods are contorted and irregular in shape, up to about 10 cm x 100 cm x 50 cm, and do not express consistent strike direction or lineations, but rather suggest a complex infolding within the enclosing rocks.

Historical grab samples, ranging from 25-80% pyrite assayed 14,900 ppb, 6,320 ppb, 3,580 ppb in gold (or 0.46, 0.19, and 0.11 ounces/ton gold). Host rock consists of fine to medium grained, multiphase, diabase-gabbro intrusions which are often magnetic in hand specimen due to primary accessory magnetite and pyrrhotite.

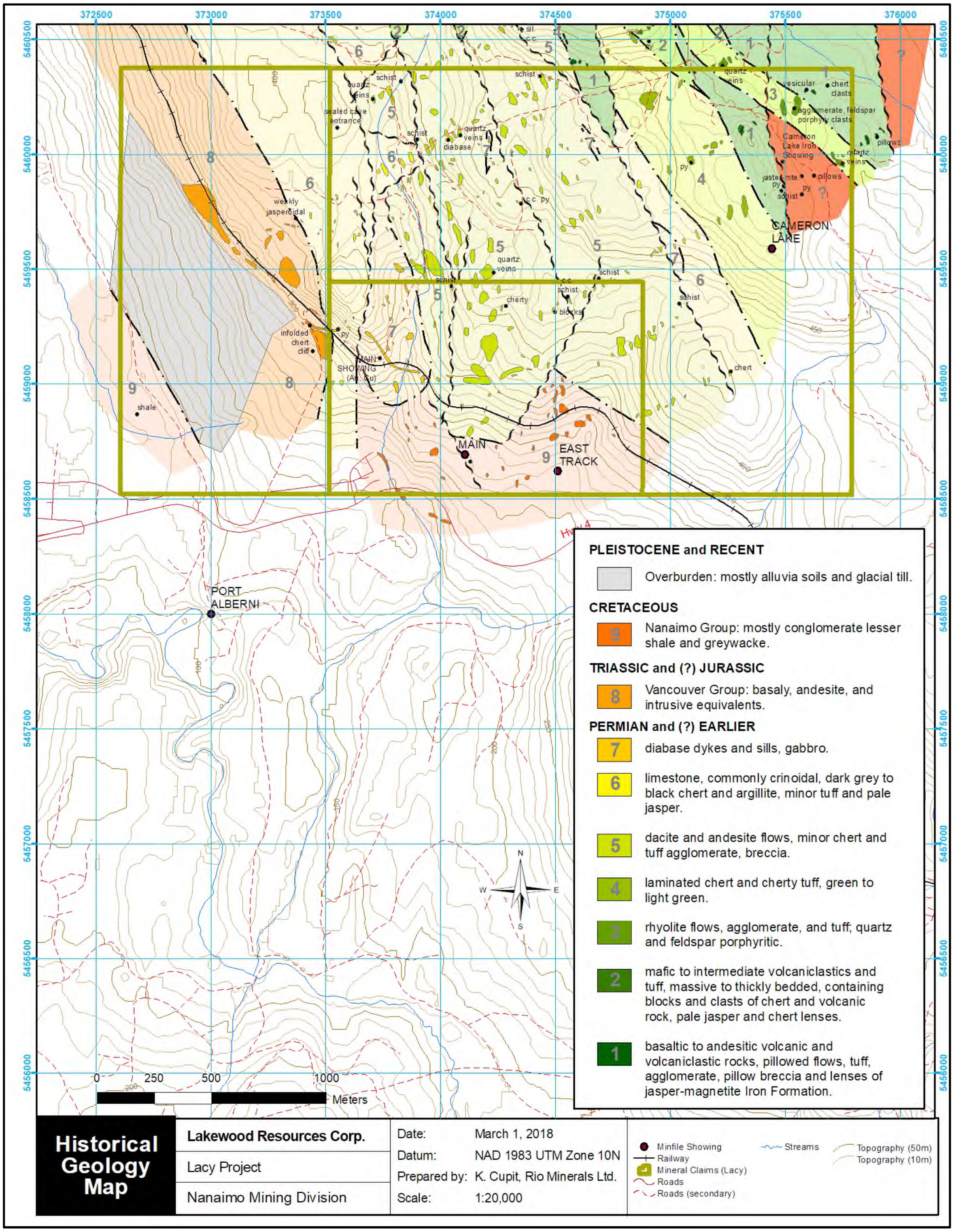
East Track Showing (Minfile 092F 452)

This showing is about 50 m east of the point where the railways tracks cross the base line. Minor quartz veining and silicification is present within foliated dacite. Some of these veinlets are rusty and contain fine disseminations and blebs of pyrite. Sample LS86-43 contained 5% pyrite, 25% quartz and assayed 2,320 ppb gold. These veinlets occur within a zone 2 to 3 metres wide.

Cameron Lake Showing (Minfile 092F 046)

This showing is well described in previous reports by Laanela (1986). It was relocated in a low-lying area now overgrown by thick "salal" underbrush at grid co-ordinates. The showing consists of multiple contorted and crackle-brecciated jasper lenses ranging in thickness up to 3 metres, and exposed over a strike length of about 250 metres. The lenses are hosted by basaltic volcanics which display pillowed flow textures nearby. Magnetite seams 2-3 cm thick are present within the dark red jasper and are highly contorted. Crackle brecciation is expressed by angular open space infillings of white quartz which uncommonly contains traces of pyrite. Historical sampling of this material returned background base and precious metal values. However, a similar 2 m thick lenses of jasper was discovered here along with quartz veinlets containing pyrite and malachite.

Figure 4: Property Geology



DEPOSIT TYPES

Volcanogenic Massive Sulphides

Information in this section describing shallow-marine hot spring VMS deposits was largely obtained from papers by Barrett and Sherlock (1996), Hannington (1999) and Sherlock et al. (1999). They occur worldwide, and examples include: Eskay Creek and Equity Silver (British Columbia), Bousquet, Selbaie and La Rondes (Quebec), Greens Creek (Alaska), Boliden and Petinas North (Sweden), Lerokis and Kali Kuning (Indonesia), Hellyer and Roseberry (Tasmania), Iron King (Arizona), and Turner Albright (California).

These deposits range in age from Archean (such as the Bousquet deposits in Quebec) to Miocene (e.g. the Lerokis and Kali Kuning deposits in Indonesia). Eskay Creek in British Columbia is Jurassic in age while Equity Silver is believed to have originally been laid down during the Cretaceous, but to have been extensively remobilized during a younger Eocene plutonic event (Alldrick et al., 2007).

This class of deposits may rarely exceed 50 Mt in size (as with the 58 Mt Flin Flon deposits in Manitoba), although most commonly they range from 1 to 6 Mt. The BC Minfile states that in 1998, proven and probable reserves at Eskay were 1.3 Mt grading 58 g/t Au and 2684 g/t Ag while the larger Equity Silver mine was a 33.8 Mt deposit that produced 71.3 million ounces of Ag and 508,037 ounces of Au. However, the reader is cautioned that although these statistics are quoted from online BC Government reports, they do not meet the current Canadian Institute of Mining (CIM) Definition Standards, and they should thus be regarded with caution and are not being treated as current. Moreover, there is no conclusive evidence that this style of mineralization exists on the Lacy Property.

The model for this type of deposit is that the sulphides are laid down on the sea floor at shallow to medium water depths (generally <750 metres and commonly <500 metres). They tend to occur in tectonically active areas where extensional brittle fracturing is accompanied by periods of high- and lower-energy sedimentation with intervening episodes of mafic to felsic submarine volcanism and the expulsion of exhalative, metal-rich fluids onto the sea floor. The sulphides can be laid down either as relatively thick, restricted mounds or as thinner stratiform lenses that may extend hundreds of metres from the vent source. Where sea-floor rifting occurs, the heavy metal-rich sediments may accumulate in topographic lows, and the resulting ore bodies are then often narrow and elongate, having a ruler-like morphology. Since certain areas of the tectonically active sea floor may have numerous hydrothermal systems discharging onto the sea floor coevally, it is common for these deposits to occur in clusters. Likewise, as sedimentation and volcanism proceeds, the hydrothermal vents may often restart at higher stratigraphic levels, resulting in a number of “nested” or “stacked” mineralized bodies.

The deposits tend to comprise concordant, massive to banded, sulphide lenses which are typically several metres to tens of metres thick and hundreds of metres in horizontal dimension; sometimes there is a peripheral apron of "clastic" massive sulphides, with an underlying crosscutting “stringer” or "feeder" zone of intense alteration and stockwork veining. Textures include massive to well-layered sulphides (typically chemically zoned vertically and laterally), as well as sulphides with a quartz, chert or barite gangue (more common near top of deposit). Disseminated, stockwork and vein sulphides occur in the footwall. Although many examples share a number of features with epithermals, they differ from the subaerial systems by having abundant base metals and extensive exhalite alteration and mineralization, such as massive pyrite lenses and stratiform barite or manganiferous horizons.

The principal sulphides include pyrite, sphalerite, galena with lesser chalcopyrite and pyrrhotite. They may often contain significant amounts of sulfosalts (e.g. tetrahedrite-tennantite), as well as arsenopyrite, and high sulphidation minerals such as enargite. In contrast to the classical deep-water Cu-Zn VMS deposits, the shallow marine variety are strongly enriched in the epithermal suite of elements, including Ag, As, Sb and Hg (as is seen at Eskay Creek).

The styles of mineralization can be highly variable. The styles include massive to layered sulphide lenses, breccia-hosted stockworks, disseminated sulphides and epithermal-style veins with open-space-filling textures, as is seen at the Selbaie deposit in Quebec. The mineralization is commonly associated with a distinctive alteration containing abundant carbonate, K-feldspar, or aluminous minerals such as quartz-kaolinite-pyrophyllite, or their metamorphosed equivalents. The latter is seen at the Equity Silver Mine where thermal overprinting has resulted in an advance argillic suite that includes andalusite, corundum, tourmaline and scorzalite.

Polymetallic Veins

Epigenetic veins containing sphalerite, galena, chalcopyrite, and silver in a carbonate and quartz gangue are associated with either a metasediment or igneous host. The emplacement of metasediment hosted veins can occur along structures in sedimentary basins that have been deformed and later intruded by igneous rocks. Igneous hosted veins typically occur along tectonic structures marginal to an intrusive stock. Polymetallic veins are often characterized by a set of steeply dipping parallel to offset veins that can vary from a few centimetres to more than 3 m wide. Alteration of polymetallic vein deposits is typically minimal. Exploration for polymetallic veins should consist of geochemical data analysis with identification of elevated zinc, lead, silver, copper, and arsenic values within alteration aureoles. Geophysical exploration methods include locating zones of low magnetic, electromagnetic, and induced polarization responses.

EXPLORATION

The Company undertook an exploration program from January 8th to January 25th, 2018. The program consisted of the collection of 615 soil samples on one grid, the collection of 7 silt samples, the collection of 30 rock samples, and some mapping of the main area. The information below is what was provided to the Author by the Company.

A total of 15,000 metres of GPS located grid was surveyed. The grid was centered on the two known BC Minfile showing locations. Lines are 1,000 metres long and are spaced 50 and 100 metres apart. The grid lines were located by GPS then compassed and chained for accuracy.

A total of 615 soil samples were taken on the Property during the 2018 programme. Seven silt samples (Figure 9) were taken from south-draining creeks and shipped using the same procedure as the soil samples. Prospecting as well as geological sampling and mapping were performed. All known historic rock sample locations were investigated and re-sampled as warranted. A total of 30 rock samples were taken on the Property during the 2018 programme (

Figure **5**).

The Lacy soil grid covers a 1 X 1 kilometre area in the south portion of the Property that is underlain by Devonian-Permian Sicker and Buttle Lake Groups, Duck Lake & Mt Mark

Formations consisting of crudely to finely layered volcanic and sedimentary rocks. Lithologies associated with gold bearing mineralization include silicified (quartz veins-jasper) and weakly altered (clay-quartz-sericite-chlorite-hematite-limonite) basaltic (gabbro equivalent) greenstone, volcanic breccia, andesitic tuffs-flows, and chert that trends north to northwest, and dips steeply east and northeast. Silicified and altered Sicker and Buttle Lake Group lithology units underlie the anomalous (80-125 ppb Au), and highly anomalous (>125 ppb Au) gold in soil values. In the southern portion of the soil grid, elevated Au in soil values are in close proximity to the Main & East Track outcrops near the railway track. Elevated Au in soil >80 ppb Au values are poorly grouped and occur sporadically. The most coherent looking grouping of elevated Au in soil occurs in the center of the grid roughly trending north-south and situated east of a major north-south trending fault that follows a large creek approximately 200 metres west of the Main showing. A similar area of elevated Au in soil occurs on the east edge of the grid approximately 250 metres east of the East Track showing, as well as the north and south extensions of the East Track showing. The Au in soil anomalies are sporadic, but indicate a rough north-south orientation. Two spot high Au in soil values of 247 and 429 ppb Au are located on the northernmost grid line and are not supported by shoulder anomalies but may represent targets for gold bearing quartz-sulphide veins or breccia zones.

Elevated values of arsenic (90-753 ppm As) in soil roughly follows the south-central Au in soil anomaly. The highest arsenic value 753 ppm As, L59300N, station 374075E does not correlate with elevated gold (5 ppb Au), however 100 meters to the north on L59400N, station 374050E a gold value of 109 ppb Au correlates with 197 ppm As. Soils taken from the Lacy grid area do not have a direct correlation between gold and arsenic, and gold-bearing mineralization is generally not accompanied by arsenopyrite.

Above average copper values (>128 ppm Cu) in soil roughly follows the south-central Au in soil anomaly and forms a large grouping near the Main Showing centered at L58950N, station 373975E. There is a weak response of 78-128 ppm Cu in soil located in the vicinity of the East Track Showing. The copper in soil results roughly correlate with elevated gold values and gold-bearing mineralization is spatially related to chalcopyrite and malachite mineralization. This relationship was noted at the Main Showing where chalcopyrite and malachite mineralization occurs approximately 10 meters east of the gold-bearing pyrite mineralization. Elevated copper and gold values in soil are generally underlain by Sicker Group volcanic and sedimentary bedrock. Copper and gold in soil anomalies represent the best pathfinder elements for follow-up exploration.

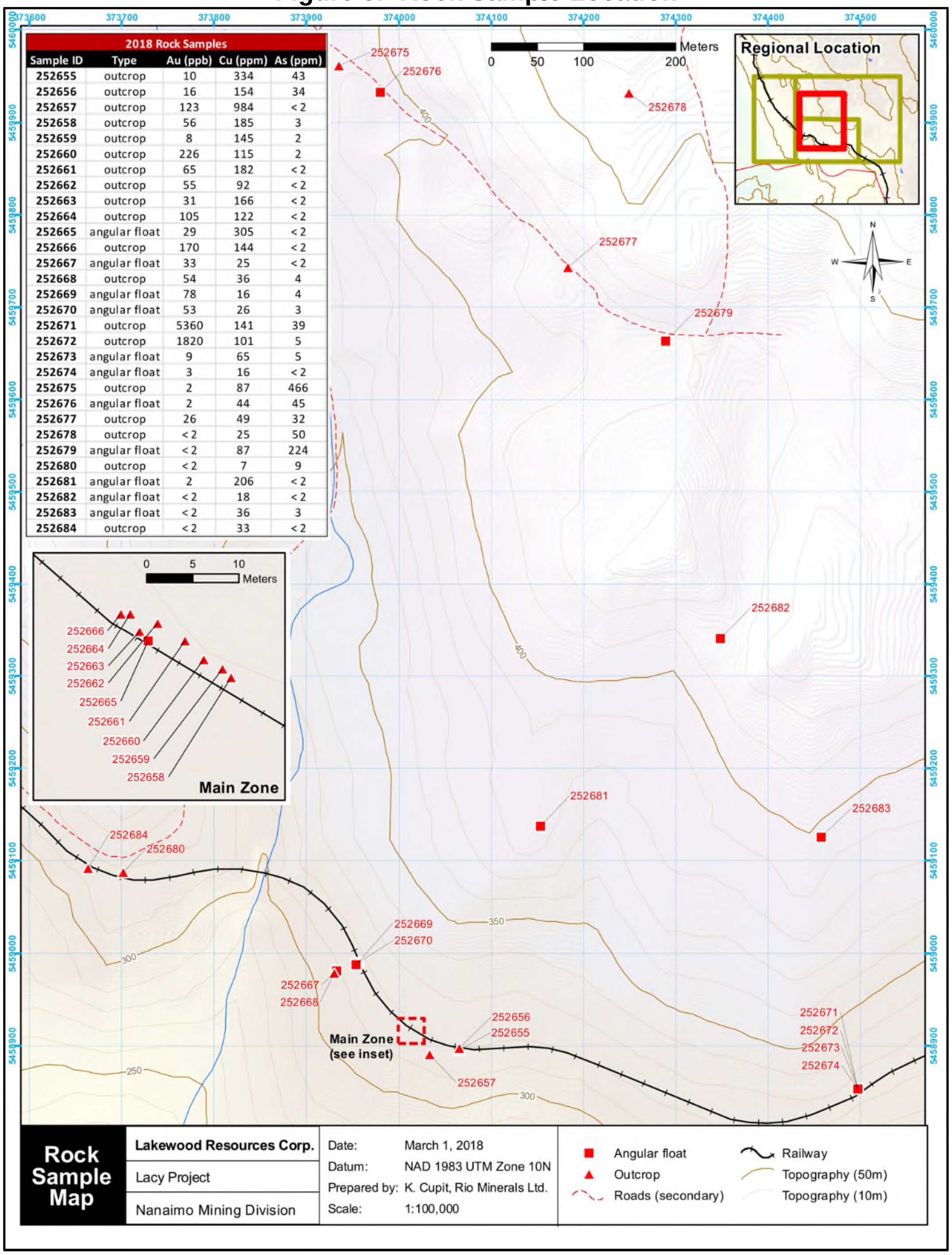
A detailed description from the 2018 work program the two mineralized zones are listed as follows:

Quartz-carbonate hosted sulphide mineralization present in the Main and East Track mineral occurrences follow fault-fracture zones that generally trend north and northwest and dip sub-vertically. Mineralization in the Main Zone trends northwest and mineralization in the East Track zone trends north. Rare, but significant copper bearing mineralization (chalcopyrite-malachite) is associated with elevated precious metal values.

The Main Zone gold and silver occurrences on the Lacy Property are exposed along cliffs on the north side of the abandoned CPR railway track. Historic sampling by Lode Resource Corp in 1987 returned 14.9 g/t Au from a grab sample of rock chips of massive and semi-massive pyrite from the Main Showing. Chip sampling in 2018 across a 200-centimetre width of the Main Zone returned 0.226 g/t Au.

The East Track showing consists of 30-60 cm wide zones of quartz-carbonate-pyrite veining in sheared, weakly schistose greenstone (agglomerate, volcanic breccia, andesitic tuff-flow protolith), located approximately 300 metres east of the Main Showing. The East Track occurrence sampled by Lode Resource Corp in 1987 returned 2.32 g/t Au associated with increased pyrite and trace amounts of chalcopyrite. Rock chip sampling in 2018 across 30 & 60-centimetre widths of 2 exposures of quartz-sulphide from the East Track Zone returned 5.36 g/t & 1.82 g/t Au respectively.

Figure 5: Rock Sample Location



2018 Rock Samples

Sample ID	Type	Au (ppb)	Cu (ppm)	As (ppm)
252655	outcrop	10	334	43
252656	outcrop	16	154	34
252657	outcrop	123	984	< 2
252658	outcrop	56	185	3
252659	outcrop	8	145	2
252660	outcrop	226	115	2
252661	outcrop	65	182	< 2
252662	outcrop	55	92	< 2
252663	outcrop	31	166	< 2
252664	outcrop	105	122	< 2
252665	angular float	29	305	< 2
252666	outcrop	170	144	< 2
252667	angular float	33	25	< 2
252668	outcrop	54	36	4
252669	angular float	78	16	4
252670	angular float	53	26	3
252671	outcrop	5360	141	39
252672	outcrop	1820	101	5
252673	angular float	9	65	5
252674	angular float	3	16	< 2
252675	outcrop	2	87	466
252676	angular float	2	44	45
252677	outcrop	26	49	32
252678	outcrop	< 2	25	50
252679	angular float	< 2	87	224
252680	outcrop	< 2	7	9
252681	angular float	2	206	< 2
252682	angular float	< 2	18	< 2
252683	angular float	< 2	36	3
252684	outcrop	< 2	33	< 2

Figure 6: Zinc in Soils

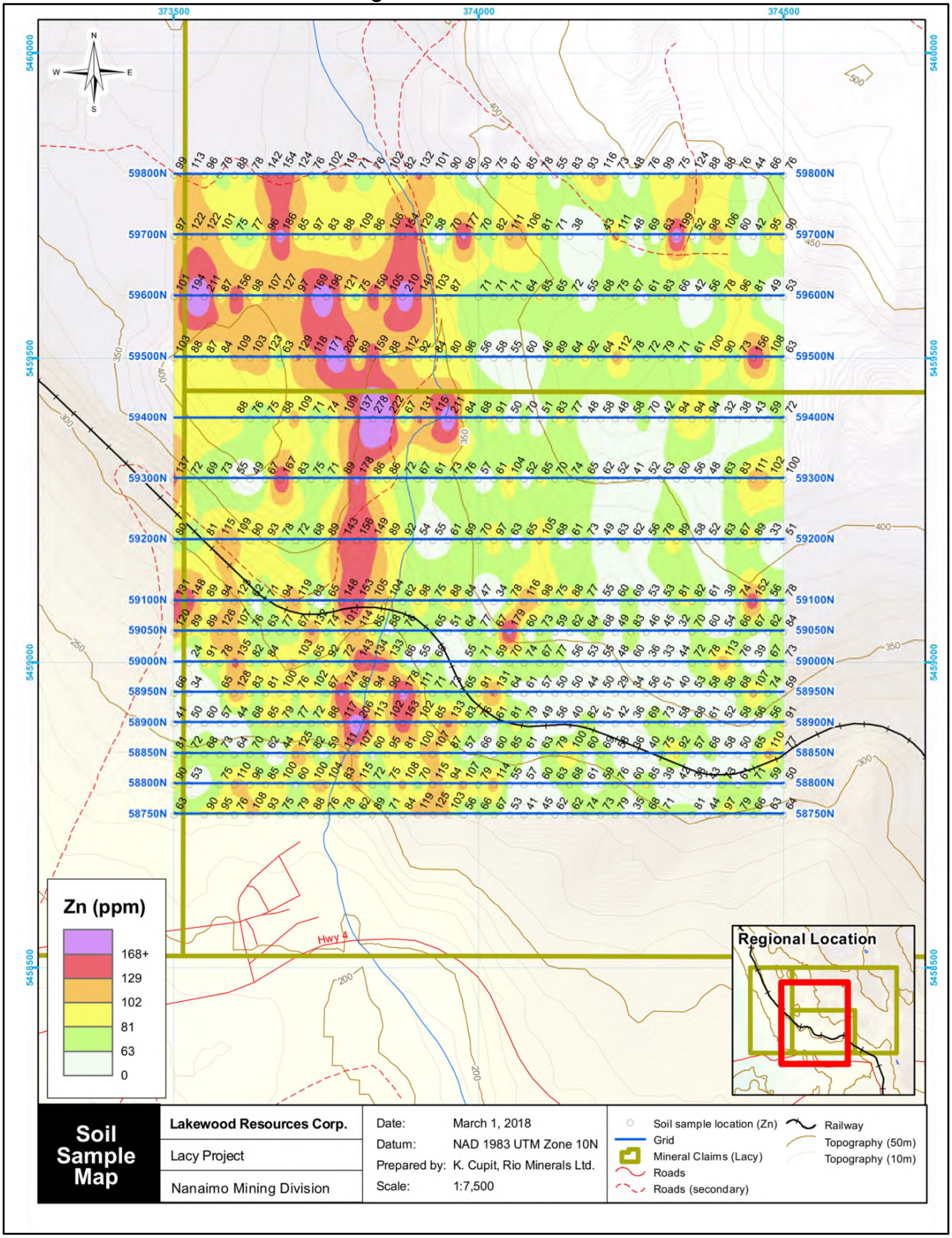


Figure 7: Gold in Soils

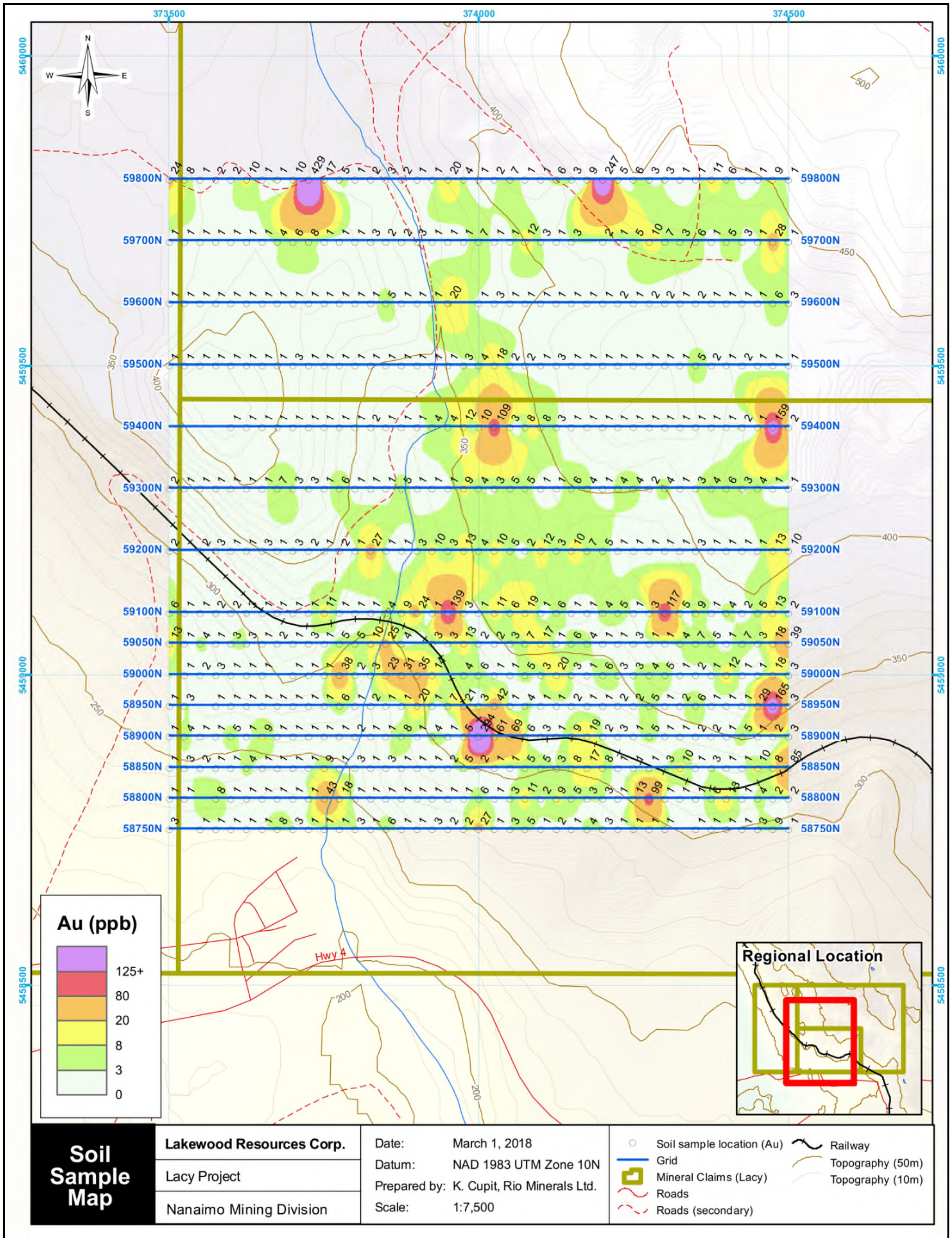


Figure 8: Copper in Soils

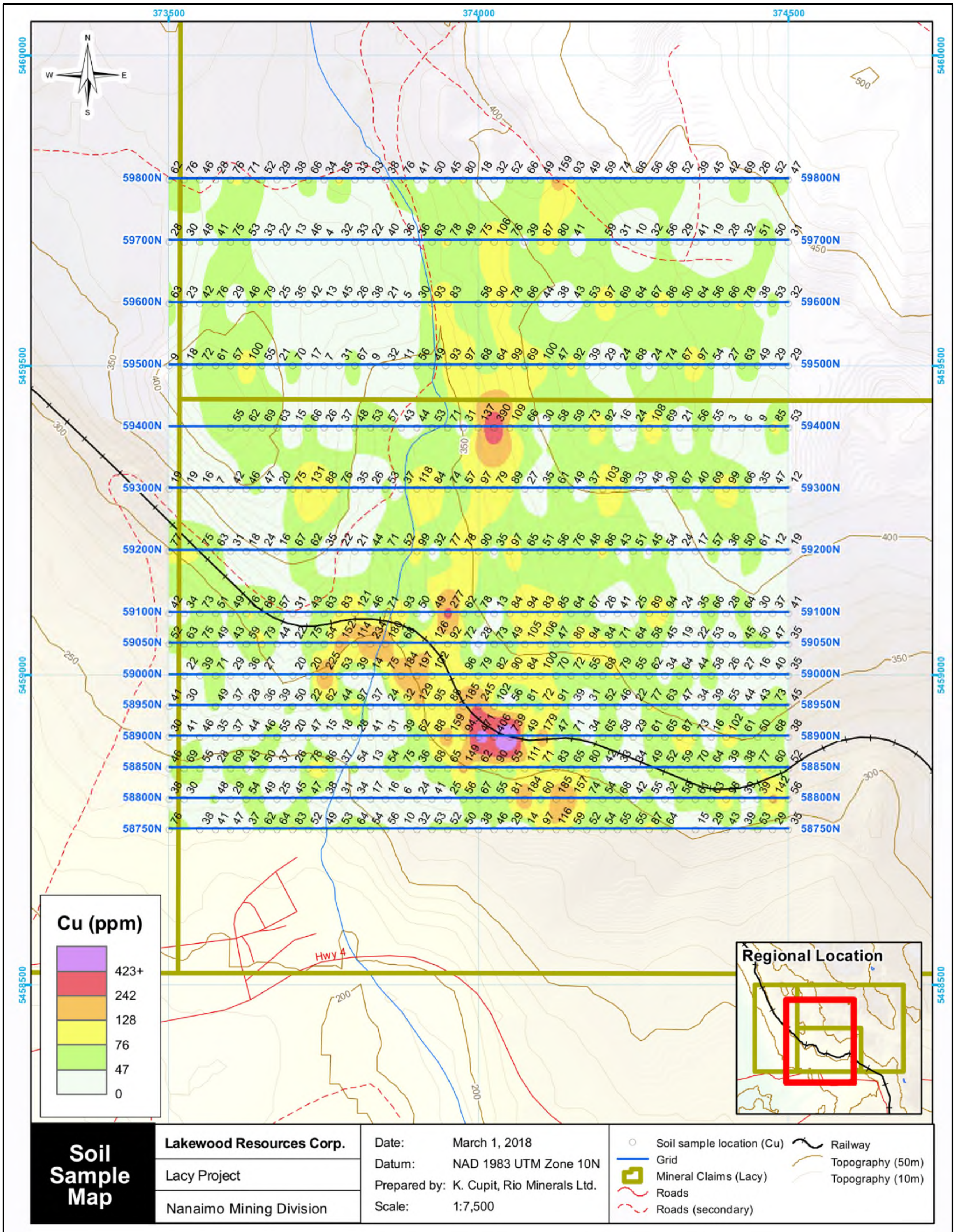
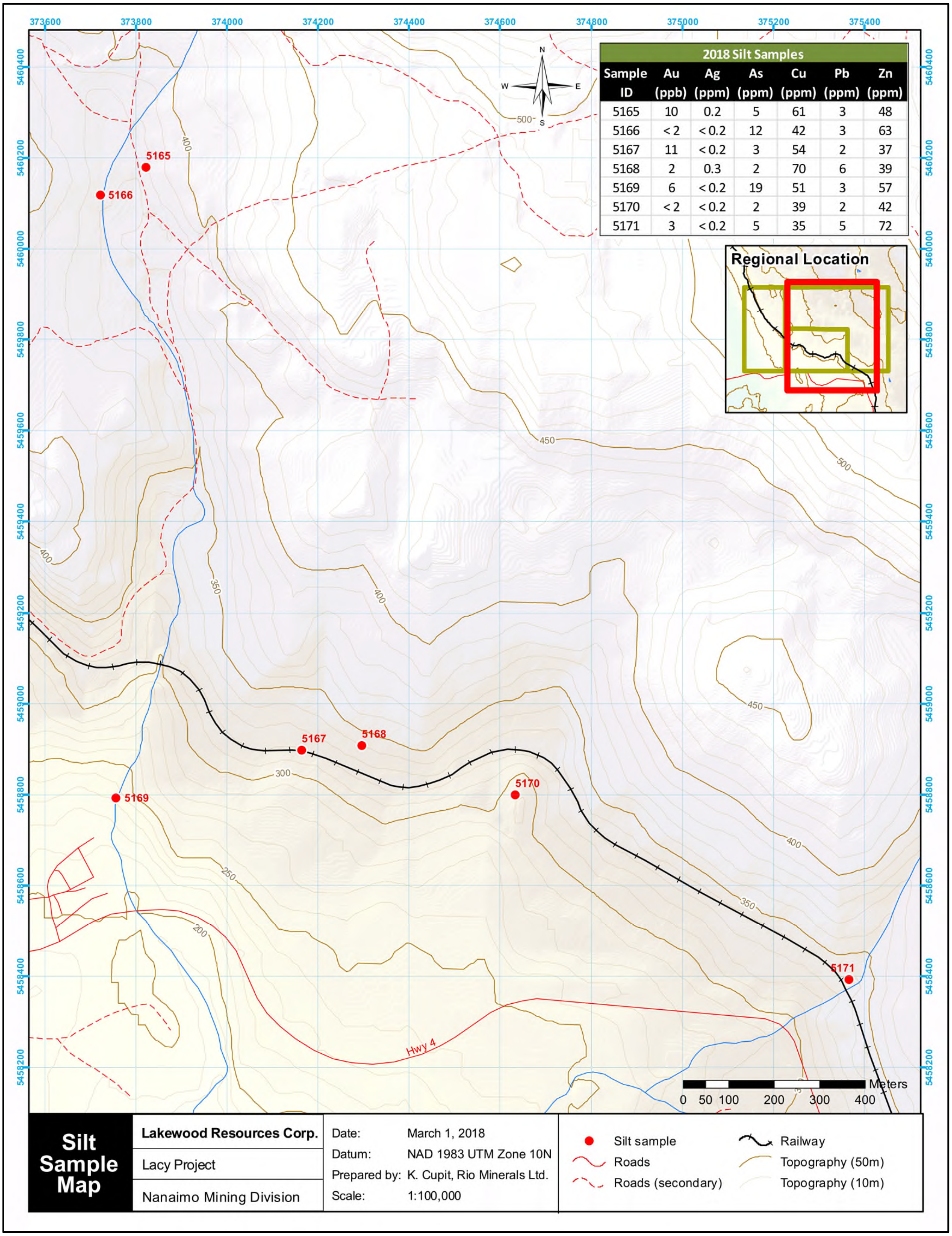
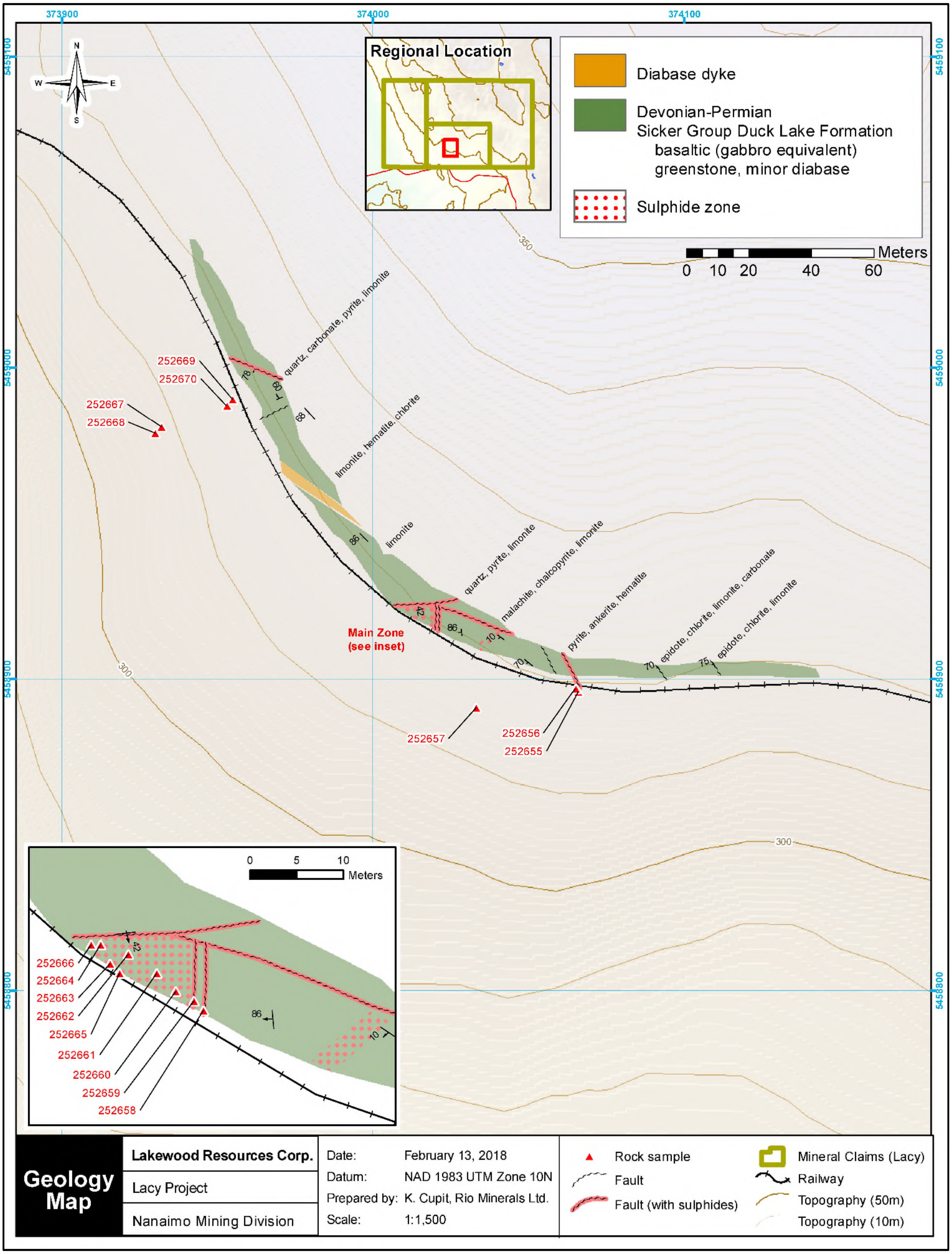


Figure 9: Silt Sample Results



Sample ID	Au (ppb)	Ag (ppm)	As (ppm)	Cu (ppm)	Pb (ppm)	Zn (ppm)
5165	10	0.2	5	61	3	48
5166	< 2	< 0.2	12	42	3	63
5167	11	< 0.2	3	54	2	37
5168	2	0.3	2	70	6	39
5169	6	< 0.2	19	51	3	57
5170	< 2	< 0.2	2	39	2	42
5171	3	< 0.2	5	35	5	72

Figure 10: Mapping of Main Zone



DRILLING

The Company has not performed drilling on the Lacy Property to date.

SAMPLE PREPARATION, ANALYSIS AND SECURITY

The Company's soil, rock, and silt sampling program was carried out of town of Port Alberni B.C which is located 8 kilometres to the west of the Lacy Property. Access to the Lacy Property was gained via four-wheel drive truck and ATV. The crew consisted of two soil samplers, crew chief, and one geologist.

Sample information was collected at each site and recorded. A sample description was completed for each sample in the field, with categories such as sample number, location UTM coordinates, sample type, color, depth, texture, photographed etc. In addition, the local site environment was described and the regional setting. This data was transferred from the field sheets to a portable computer in camp. All sampling was performed according to industry standards.

Soil samples were taken on the Lacy Property during the 2018 programme. Soil samples were taken along the grid lines every 25 metres from the B Horizon from a consistent depth of 35 cm with a shovel and spoon. The soil was placed in standard Kraft soil sample bags and labeled with the last five digits of their relative NAD 83 grid location, example – 54900N 54600E.

Rock samples were placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Activation Laboratories in Kamloops, BC.

Stream sediment samples collected consisted of 1-2 kg stream sediment (-20 mesh), collected using D-handled spades and placed into a 5" x 8.5" cloth woven bags. The bags were labeled on with their respective sample numbers and the opening was secured.

The soil samples were dried and placed in marked poly bags which were then zap-strapped, placed in marked rice bags, double zap-strapped, and shipped directly via courier to Activation Laboratories in Kamloops, BC.

All the soil and the rock samples underwent a 39 element ICP OES 30g, and Fire assays with AA finish for gold at Activation Laboratories in Kamloops (an accredited laboratory ISO 9001:2008). Activation Laboratories in Kamloops is independent of the Company, the Vendor and the Author of the Report.

A witness sample of each rock sample has been retained as is available for viewing. All rock sample data has been recorded in an excel spread sheet and is available for viewing.

A QA/QC program was not undertaken.

The Author cannot comment on the quality control measures that may or may not have been taken by other companies during previous sampling programs that are discussed in the history section of the Report. However, even with the absence of QA/QC programs, the Author does not see any reason to question the quality, accuracy and security of the historical data.

It does not appear that there was any bias in the sampling program completed by the Company during the 2018 exploration programme. The Author is satisfied with the adequacy of sample preparation, security and analytical procedures employed on 2018 exploration program.

At the current stage of exploration, the geological controls and true widths of mineralized zones are not known and the occurrence of any significantly higher-grade intervals within lower grade intersections has not been determined.

Lode Exploration Corporations 1986-1987

Lode Exploration Corporations sample preparation and analyses consisted of establishing a long base-line, at azimuth 330° extending diagonally through the property and paralleling the regional geological strike, 300 metre interval cross-lines were run from this base line by hip-chain and compass, across the regional strike. Additional crosslines, at 100 metre line intervals were run on the South part of the grid.

VLF-EM and magnetic surveys were also run along these lines at 25 metre station intervals. Instruments used were VLF-2 EM receiver (tuned to Seattle, Washington, transmitter at 24.8 KHz) and Scintrex RIP-2 proton precession magnetometer, respectively. In both cases, reliable readings could not be taken close to the power line due to strong interference from it. Only the in-phase readings were taken during the VLF-EM survey.

The B-horizon soil samples were collected along all grid lines, using 50 metre sample intervals in most parts of the grid, and 25 metre intervals in detailed grid areas. The same grid was also used for control of geological mapping and prospecting.

All soil samples were placed in marked Kraft-paper bags, field dried and then shipped to Acme Analytical Laboratories at 852 Hastings Street, Vancouver. At Acme the soil samples were dried and sieved to -80 mesh size, then analyzed by Induced Coupled Plasma (ICP) method for a package of 30 elements. These elements included gold, silver, most of the common base metals (e.g. Cu, Pb, Zn, etc.), various rock forming metals and a number of trace elements (see lab data sheets in Appendix for further details). At this early prospective stage of the project, quality control was not undertaken. The laboratories used for sample analysis are accredited and have their own Quality Control and Quality Assurance protocols for sample preparation and assaying.

Eight of the elements assayed for: Ag, Cu, Pb, Zn, Au, Mo, Ni and Co, were plotted on 1:5,000 scale maps. Similarly, the VLF-EM and the magnetic survey results, were plotted.

At the current stage of exploration, the geological controls and true widths of mineralized zones are not known and the occurrence of any significantly higher-grade intervals within lower grade intersections has not been determined.

DATA VERIFICATION

During the Lacy Property visit, the Author collected samples to test the repeatability of sample results obtained from previous sampling campaigns. The Author designed the sampling program as a verification measure.

The Author examined the Lacy Property on January 20, 2018 and examined several locations on the Lacy Property to determine the overall geological setting.

The Author took samples on the visit from five locations and these were delivered to Activation Laboratories Ltd. ("Actlabs") in Kamloops, British Columbia, (an accredited analytical laboratory pursuant to NI 43-101). Actlabs in Kamloops, ISO/IEC 17025 Accredited (Lab 790) by the Standards Council of Canada. All samples underwent assay package 1E3 which includes 36 element ICP-OES analysis and Gold Fire Assay ICP-OES code 1A2-ICP. Actlabs is independent of the Company and the Author.

Table 3 is the grab samples collected by the Author and the sample station which is repeats from the 2018 work program. Figure 5 shows the location of the 2018 program sample location. Table 3 illustrates select assays from the Author site visit and the samples collected by the Company. The Author collected samples do appear to demonstrate repeatability of the data collected by the Company.

Table 3: Author Collected Samples and Results

Sample No	WGS83E	WGS83N	Comments	Ag ppm	Cu ppm	Pb ppm	Zn ppm	Au ppb	Original Sample Number	Ag ppm	Cu ppm	Pb ppm	Zn ppm	Au ppb
LW18-01	374066	5458901	Fault Gouge, light brown, rock grab over 35 cm, Quartz vein, minor pyrite	2	197	1050	83	18	252656	< 0.2	154	3	97	16
LW18-02	374013	5458907	Rock Float from bottom of cliff. Appears to come from above, mafic (aphanitic), fault ~ 3 m above source?	1.5	372	677	86	53	252665	0.2	305	< 2	74	29
LW18-03	373953	5458986	Rock sample Rusty Brown highly oxidized, blasting debris sample (float?) 5-10 pyrite, mafic CI 50	0.5	28	247	45	52	252669	< 0.2	16	< 2	65	78
LW18-04	373953	5458986	Rock Sample Rusty Brown highly oxidized, blasting debris sample (float?) 5-10 pyrite, mafic CI 50, this has over 50% quartz, possible vein	0.3	32	193	13	18	252670	< 0.2	26	< 2	28	53
LW18-05	373950	5459500	Soil Sample, organics 15cm, original soil ~25 deep., rusty red brown in colour	< 0.2	104	9	92	4	59500/ 73950	< 0.2	93	7	80	< 2
Author Collected Results									Lakewood Collected Results					

MINERAL PROCESSING AND METALLURGICAL TESTING

This is an early-stage exploration project and to date no metallurgical testing has been undertaken.

MINERAL RESOURCES ESTIMATE

There are no current mineral resources on the Lacy Property.

ADJACENT PROPERTIES

As of April 30, 2018 a check of British Columbia MTO website indicates there are no adjacent mineral properties to the Lacy Property.

OTHER RELEVANT DATA AND INFORMATION

The Author is not aware of any historical production on the Lacy Property. The Author has not been informed by the Company of any environmental liabilities associated with the Lacy Property. The Company is bound by the laws of the Province of British Columbia concerning environmental compliance.

INTERPRETATION AND CONCLUSIONS

The Report was commissioned by the Company and prepared by the Author. As an independent professional geologist, the Author was asked to undertake a review of the available data, and recommend, if warranted, specific areas for further work on the Lacy Property. The Report was prepared to support a listing of the Company on the Exchange.

The Lacy Property is underlain predominantly by northwest trending volcanic-volcaniclastic-sedimentary rocks of the Paleozoic Sicker Group, except for the margins of the property where the younger mafic volcanics of the Vancouver Group and sediments of the Nanaimo Group occur. The Sicker Group rocks form a "jigsaw puzzle" of fault blocks and display a. very complex stratigraphy with numerous intercalations and rapid lateral facies changes. The rocks are commonly schistose in the vicinity of faults with associated carbonatization and silicification.

The Lacy Property features elevated gold and silver values associated with late-stage (fracture and fault infilling) quartz-carbonate-sulphide veins and breccia. Secondary alteration minerals consist of: chlorite, quartz, sericite, epidote, hematite, carbonate, ankerite, and limonite.

The Lacy Property and area appears to have very good potential for hosting both vein-type precious metals and volcanogenic-exhalative massive sulphide type base metal deposits.

This opinion is based on the following:

- Most of the claims area is underlain by geologically favourable Sicker Group rocks, particularly Myra Formation, which is host to a number of mines, both old and new, on Vancouver Island.

- A number of historical geochemical soil anomalies, following the regional NNW trending geological strike, occur on the property. A narrow but persistent gold anomaly extends across most of the grid area surveyed. It is attended locally by silver and other metal anomalies, and also by historical VLF-EM conductors and magnetic anomalies.

- There are also a number of historical VLF-EM conductors and magnetic anomalies, some of which are coinciding and also associated with geochemical anomalies, and following a general NW-NNW regional strike, similar to geology.

RECOMMENDATIONS

A drone airborne geophysical survey should help define regional structures. These airborne magnetic surveys should also help locate and define regional structures.

In the qualified person's opinion, the character of the Lacy Property is sufficient to merit the following work program:

The suggested work program includes a compilation of all historical geological, geophysical, and geochemical data available for the Lacy Property, and the rendering of this data into a digital database in GIS formats for further interpretation. This work will include georeferencing historical survey grids, samples, trenches, geophysical survey locations, and detailed Lacy Property geological maps;

The areas selected for "follow-up" work should also be mapped and all outcrops should be checked, and data should be plotted at a 1:2,000 or greater detail, and prospected.

After all data from the above is evaluated fully, a program of trenching and more advanced geophysical methods (IP) has to be considered for more limited, most anomalous or most favourable areas, eventually following by drilling of selected targets.

The Company may wish to expand it currently claims holdings to cover areas that have under gone historical work.

In order to continue to evaluate the economic potential of the Property, a program of property mapping, trenching, and ground geophysics is warranted. The expected cost of the program is $105,950 CDN.

Table 4: Proposed Budget

Item	Unit	Rate	Number of Units	Total ($)
Creation of GIS Database	Lump Sum	$5,000	1	$5,000
Geological mapping and Prospecting 2 person crew	Day	$950	14	$13,300
Drone Survey Geophysical Survey	Line-km	$100	100	$10,000
Induced Polarization Survey	Day	$5,500	9	$49,500
Geologist	Days	$750	10	$7,500
Assaying rock samples	Sample	$32	125	$4,000
Accommodation and Meals	Days	$150	42	$6,300
Vehicle 1 truck	Days	$150	14	$2,100
Supplies and Rentals	Lump Sum	$750	1	$750
Reports	Lump Sum	$7,500	1	$7,500
TOTAL (CANADIAN DOLLARS)				$105,950

USE OF PROCEEDS

FUNDS AVAILABLE

The Company will receive aggregate net proceeds of $202,000 from the sale of Shares pursuant to this Prospectus after deducting the Agent's Commission of $24,000, the Corporate Finance Fee of $25,000 and the estimated expenses for this Offering of $49,000. These funds will be combined with the Company's existing working capital deficiency of approximately $624 as at November 30, 2020, for total available funds of $201,376 upon completion of the Offering.

The Company has negative cash flow from operations in its most recently completed financial year.

PRINCIPAL PURPOSES

The principal purposes for which the funds available to the Company upon completion of the Offering will be used are as follows:

Principal Purpose	Funds to be Used(1)
To complete the recommended work program on the Lacy Property(2)	$105,950
To provide funding sufficient to meet administrative costs for 12 months(3)	$85,426
To make cash payment in connection with Option Agreement	$10,000
Total(4)	$**201,376**

Notes:
(1) See table in proceeding section under heading "Recommendations" for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to or the Company's interest in the Property.
(2) The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.
(3) See proceeding table for a breakdown of administrative costs.
(4) Includes $624 of working capital deficiency as at November 30, 2020.

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

Administrative Costs for 12 Months	Budget
Management and fees(1)	$42,000
Rent and utilities	$24,000
Transfer Agent	$8,000
Legal, exchange, corporate filings – fees and costs	$8,426
Accounting & auditing	$3,000

TOTAL:	**$85,426**

Note:
(1) $3,500 per month will be paid to Creston Capital Corp.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

UNALLOCATED FUNDS

Unallocated funds from the Offering and from the exercise of any Agent's Warrants will be added to the working capital of the Company and will be expended at the discretion of management.

STATED BUSINESS OBJECTIVES AND MILESTONES

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

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

(ii) complete the exploration program on the Lacy Property recommended in the Report.

The listing of the Company on the Exchange is anticipated to occur shortly prior to the Closing of the Offering, subject to the Company fulfilling all of the requirements of the Exchange. The recommended exploration program is expected to commence shortly after completion of the Offering, and is estimated to be completed within 12 months at a cost of $105,950. See "Use of Proceeds - Principal Purposes".

DIVIDENDS OR DISTRIBUTIONS

The Company has not paid dividends since its incorporation. While there are no restrictions precluding the Company from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. As such, the Company does not anticipate the payment of dividends in the foreseeable future. At present, the Company's policy is to retain earnings, if any, to finance its business operations. The payment of dividends in the future will depend upon, among other factors, the Company's earnings, capital requirements and operating financial conditions.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

SUMMARY OF FINANCIAL INFORMATION

The following table sets forth summary financial information for the Company for the year ended September 30, 2018, the year ended September 30, 2019, and the year ended September 30, 2020. This information has been summarized from the Company's audited financial statements for the years ended September 30, 2020, 2019 and 2018 and should only be read in conjunction with the Company's audited financial statements, including the notes thereto, included elsewhere in this Prospectus.

	For the year ended September 30, 2018 (audited)	For the year ended September 30, 2019 (audited)	For the year ended September 30, 2020 (audited)
Total Revenues	Nil	Nil	Nil
Exploration Expenditures	Nil	Nil	Nil
General and Administrative Expenses	($57,842)	($24,756)	($24,165)
Share-based compensation expense	($87,500)	Nil	Nil
Loss	($145,342)	($24,756)	($24,165)
Loss per share (basic and diluted)	($0.65)	($0.00)	($0.00)
Total Assets	$130,703	$123,210	$167,548
Long term financial liabilities	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("**MD&A**") of the operating results and financial position of the Company should be read in conjunction with the audited financial statements for the years ended September 30, 2018, 2019 and 2020. These financial statements are included in this Prospectus and should be referred to when reading this disclosure. The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The effective date of this MD&A is September 30, 2020 (unless otherwise specified).

For the year ended September 30, 2020

The Company was incorporated in the province of British Columbia on May 2, 2017. The following table summarizes selected information from the Company's audited financial statements for the years ended September 30, 2018, 2019 and 2020.

Selected Annual Information

	For the year ended September 30, 2018 (audited)	For the year ended September 30, 2019 (audited)	For the year ended September 30, 2020 (audited)
Total revenues	Nil	Nil	Nil
Loss for the period	($145,342)	($24,756)	($24,165)
Deficit	($151,496)	($176,252)	($200,417)
Total assets	$130,703	$123,210	$167,548
Total long term liabilities	Nil	Nil	Nil
Dividends	Nil	Nil	Nil
Loss per share	($0.65)	($0.00)	($0.00)

Outstanding Common Shares

As at the date of this Prospectus, the Company's share capital was comprised of 7,850,000 Common Shares.

Overall Performance

On November 2, 2017, the Company entered into the Option Agreement whereby the Company was granted an option to acquire a 100% right, title and interest in and to three mineral claims situated in the Nanaimo and Alberni Mining Divisions in British Columbia, comprising the Lacy Property. The option is exercisable by paying $10,000 in cash on the date of execution of the Option Agreement and issuing a total of 300,000 Common Shares to the Vendor within 15 days of the Listing Date.

On August 31, 2018, a total of 2,500,000 Common Shares at $0.005 per Common Share for gross proceeds of $12,500 were subscribed for by the directors and officers of the Company, allowing the Company to effectively commence operations.

On September 30, 2018, the Company issued 2,275,000 flow-through Common Shares on at $0.04 per flow-through Common Share in addition to 2,075,000 Common Shares for $0.04 per Common Share. The share issuance proceeds were used primarily to fund general corporate and administrative costs.

On September 22, 2020, the Company issued 1,000,000 flow-through Common Shares at $0.05 per Common Share for gross proceeds of $50,000 pursuant to a non-brokered private placement.

Results of Operations

Results of Operations for the Financial Year Ended September 30, 2018

During the year ended September 30, 2018, the Company reported $Nil in revenue and a net loss of $145,342 ($0.65 loss per Common Share).

Total expenses for the year ended September 30, 2018 were $145,342. Expenses were attributable to rent, management fees, professional fees, office and administrative costs and share-based compensation and were associated with operating the Company.

During the year ended September 30, 2018, the Company incurred exploration expenses aggregating $Nil. During the year ended September 30, 2018, the Company also incurred share-based compensation expenses in the amount of $87,500 as a result of the 2,500,000 Common Shares that were subscribed to by the directors and officers of the Company with an estimated fair value of $100,000.

Results of Operations for the Financial Year Ended September 30, 2019 Compared to the Financial Year Ended September 30, 2018

During the year ended September 30, 2019, the Company reported $Nil in revenue (September 30, 2018 – $Nil) and a net loss of $24,756 ($0.00 loss per Common Share). The Company reported a net loss of $145,342 ($0.65 per Common Share) for the year ended September 30, 2018. The decreased net loss in the year ended September 30, 2019 relates to share-based payments of $87,500 from the financial year ended September 30, 2018 as the Company during that period had issued 2,500,000 Common Shares to directors and officers of the Company with an estimated fair value of $100,000.

Total expenses for the year ended September 30, 2019 were $24,756 (September 30, 2018 - $145,342). Expenses were attributable to rent, office and administrative costs, and professional fees and were associated with operating the Company.

During the year ended September 30, 2019, the Company incurred exploration expenses aggregating $Nil (September 30, 2018 - $Nil).

Results of Operations for the Financial Year Ended September 30, 2020 Compared to the Financial Year Ended September 30, 2019

During the year ended September 30, 2020, the Company reported $Nil in revenue (September 30, 2019 – $Nil) and a net loss of $24,165 ($0.00 loss per Common Share). The Company reported a net loss of $24,756 ($0.00 per Common Share) for the year ended September 30, 2019.

Total expenses for the year ended September 30, 2020 were $24,165 (September 30, 2019 - $24,756). Expenses were attributable to rent, management fees, office and administrative costs, and professional fees and were associated with operating the Company.

During the year ended September 30, 2020, the Company incurred exploration expenses aggregating $Nil (September 30, 2019 - $Nil).

Liquidity and Capital Resources

As described above, the Company raised $50,000 during the year ended September 30, 2020, by way of a non-brokered private placement. The net working capital of the Company at September 30, 2020 amounted to $6,557.

Accounts payable on September 30, 2020 were $43,964 and were attributable to unpaid fees associated with operating the Company (including $36,316 in accounts payable to companies controlled by the CEO and the former CFO of the Company) and facilitating exploration activities.

The Company is expected to experience negative cash flow indefinitely. Funds raised in this Offering are expected to fund the Company's operations for the next twelve months and the Company's exploration plan pursuant to the recommendations in the Report. See "Use of Proceeds" for a description of the Company's estimated operating costs over the next 12 months and estimated capital expenditures.

The Company has historically met all cash requirements for operations by equity or by debt financing. However, future funding needs of the Company are dependent upon the Company's ability to obtain additional equity and/or debt financing. The Company continues to closely monitor its ongoing requirements and to explore all methods of raising additional funds. There can be no certainty that such additional funds may be raised when required.

Contractual Obligations

With the exception of the issuance of 300,000 Common Shares to the Vendor within 15 days of the Listing Date, the Company has no material and long-term contractual obligations.

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 2 of the audited financial statements for the years ended September 30, 2018, 2019 and 2020 included in this Prospectus.

New Accounting Standards

The Company is aware of certain new accounting standards which are reasonably expected to have an impact on disclosures, financial position or performance when applied at a future date. Details of these changes can be found in Note 4 of the audited financial statements for the years ended September 30, 2018, 2019 and 2020 included in this Prospectus.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company incurred the following key management personnel cost from related parties in the last three financial years:

	Year ended September 30, 2020	Year ended September 30, 2019	Year ended September 30, 2018
Management fees – former CFO	-	-	$27,500
Management fees - CEO	$10,500	-	$2,500
Professional fees	$3,200	$1,200	$4,525
Rent	$4,500	-	$18,000
Share-based payments	-	-	$87,500
	$18,200	$1,200	$140,025

As at September 30, 2020, included in accounts payable and accrued liabilities were $36,316 (2019 - $17,879) payable to companies controlled by the CEO and former CFO of the Company.

As at September 30, 2020, an amount of $2,000 (2019 - $Nil) was due to the former CFO of the Company. The amount is unsecured, non-interest bearing, due on demand and included in accounts payable.

Key management includes directors and key officers of the Company, including the President, CEO and CFO. The Company incurred professional fees for accounting services and rental expenses to a company controlled by the CFO of the Company.

During the year ended September 30, 2018, the Company issued 2,500,000 Common Shares with estimated fair value of $100,000 to directors and officers of the Company. Accordingly, the Company recorded an amount of $87,500 as share-based payments for the year ended September 30, 2018.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

DESCRIPTION OF SECURITIES DISTRIBUTED

COMMON SHARES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 7,850,000 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares in the capital of the Company. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, conversion or redemption rights, nor do they contain any sinking or purchase fund provisions.

AGENT'S WARRANTS

The Company has also agreed to grant to the Agent the Agent's Warrants entitling the Agent or selling group members as the case may be, to purchase up to that number of Agent's Warrant Shares as is equal to 8% of the number of Shares sold pursuant to the Offering. Each Agent's Warrant is exercisable into one Agent's Warrant Share for $0.10 per Agent's Warrant Share for 24 months from the Listing Date. The distribution of the Agent's Warrants to the Agent is qualified under this Prospectus. See "Plan of Distribution".

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Company's capitalization since September 30, 2020 and after giving effect to the Offering. The table should be read in conjunction with the financial statements appearing elsewhere in this Prospectus:

Designation of Security	Authorized Amount	Amount Outstanding as of September 30, 2020	Amount Outstanding at Date of the Prospectus	Amount Outstanding After the Offering
Common Shares	Unlimited	7,850,000	7,850,000	11,150,000 (1)
Options	N/A	Nil	Nil	Nil
Warrants	N/A	Nil	Nil	Nil
Agent's Warrants	N/A	Nil	Nil	240,000 (2)
Long Term Debt	N/A	Nil	Nil	Nil

Notes:

(1) Includes, in addition to the Shares, 300,000 Common Shares to be issued pursuant to the Option Agreement but does not include any Agent's Warrant Shares issuable on exercise of the Agent's Warrants.

(2) Exercisable at $0.10 per Agent's Warrant Share until 24 months from the Listing Date.

OPTIONS TO PURCHASE SECURITIES

STOCK OPTION PLAN

Company intends on adopting a Stock Option Plan on the Closing Date. The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Stock Option Plan will provide that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options. Furthermore, the aggregate number of shares that may be issued pursuant to the exercise of the stock options awarded under the Stock Option Plan and all other security-based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

The aggregate number of options granted under the Stock Option Plan in any 12-month period to any one individual, together with all other security-based compensation arrangements of the Company, must not exceed 5% of the then issued and outstanding Common Shares of the Company on a non-diluted basis.

The Company may not grant options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares, in aggregate, in any 12-month period to any one consultant of the Company.

The Company may not grant options under the Stock Option Plan if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares, in aggregate, to persons employed to provide investor relations activities and any options issued to such individuals will vest over at least 12 months with no more than one-quarter of the options vesting in any three-month period.

The Stock Option Plan will be administered by the board of directors of the Company or by a special committee of directors which will have full and final authority with respect to the granting of all options thereunder. Options may be granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company or its subsidiaries, if any, as the board of directors may, from time to time, designate. Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any options granted under the Stock Option Plan shall be determined by the board of directors, subject to the approval of the Exchange if necessary but in no event may this exercise price be lower than the exercise price permitted by the Exchange.

The term of any options granted under the Stock Option Plan shall be determined by the board of directors at the time of grant, subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death. The term of any options granted under the Stock Option Plan may not exceed ten years.

If desired by the board of directors, options granted under the Stock Option Plan may be subject to vesting. Options granted under the Stock Option Plan are not to be transferable or assignable other than as a consequence of the death of the holder. Subject to certain exceptions, in the event that a director, officer, consultant, or employee of the Company ceases to hold office or ceases to be a management company employee, options granted to such individual under the Stock Option Plan will expire 90 days after such individual ceases to hold office or such longer period as determined by the board of directors of the Company. In the event of death of an option holder, options granted under the Stock Option Plan expire one year from the date of the death of the option holder.

Should the expiry date of an Option fall within a period during which the relevant participant is prohibited from exercising an Option due to trading restrictions imposed by the Company pursuant to any policy of the Company respecting restrictions on trading that is in effect at that time (the "**Black Out Period**") or within nine business days following the expiration of a Black Out Period, such expiry date of the Option shall be automatically extended without any further act or formality to that date which is the tenth business day after the end of the Black Out Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Plan. The ten business day period may not be extended by the Company's board of directors.

OUTSTANDING OPTIONS

The Company, as of the date hereof, has no stock options outstanding.

WARRANTS

The Company currently has no share purchase warrants outstanding.

AGENT'S WARRANTS

The Company has agreed to issue Agent's Warrants for the purchase of up to that number of Agent's Warrant Shares as is equal to 8% of the Shares of the Company sold pursuant to the

Offering, each Agent's Warrant exercisable into one Agent's Warrant Share at a price of $0.10 per Agent's Warrant Share for a period of 24 months from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Company since incorporation:

Date	Type of Security	Price per Security	Number of Securities	Reason for Issuance
May 2, 2017[(1)]	Common Shares	$0.000001	1	Incorporator's share
August 31, 2018	Common Shares	$0.005	2,500,000	Private Placement
September 30, 2018	Flow-Through Shares	$0.04	2,275,000	Private Placement
September 30, 2018	Common Shares	$0.04	2,075,000	Private Placement
September 22, 2020	Common Shares	$0.05	1,000,000	Private Placement
			7,850,000	

Notes:
(1) Incorporator's share cancelled August 31, 2018.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

ESCROWED SECURITIES

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities owned or controlled by Principals, including Common Shares, are subject to the escrow requirements.

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

1. a person or company who acted as a promoter of the Company within two years before the Prospectus;

2. a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus;

3. a 20% holder – 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 Company's Offering;

4. a 10% holder – a person or company that:

    (a) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's Offering; and

(b) 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;

A company, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal and a principal's spouse and their relatives that live at the same address as the principal will also be treated as principals.

The Principals of the Company are all of the directors and senior officers of the Company.

Pursuant to the Escrow Agreement to be entered into between the Company, National Securities Administrators Ltd. (the "**Escrow Agent**") and various Principals of the Company, the Principals agree to deposit in escrow the Common Shares held by them (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement will provide that the Escrowed Securities will be released from escrow in equal blocks of 15% of a Principal's Escrowed Securities at six month intervals over the 36 months following the Listing Date, with 10% of each Principal's holdings being released on the Listing Date.

The Company is an "emerging issuer" as defined in the applicable policies and notices of the Canadian Securities Administrators. 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:

1. 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 Company's Board;

2. transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children;

3. transfers upon bankruptcy to the trustee in bankruptcy; and

4. pledges, mortgages or loans to a financial institution as collateral for a bona fide loan, provided that upon a realization the securities remain subject to escrow. 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 complete text of the Escrow Agreement will be available for inspection at the offices of the Company, 200 - 551 Howe Street, Vancouver, British Columbia, V6C 2C2 or at the Company's profile on SEDAR.

The following table sets forth details of the issued and outstanding Common Shares of the Company that are subject to the Escrow Agreement as of the date of this Prospectus:

Designation of Class	Number of Shares Held in Escrow	Percentage of Class before giving effect to the Offering	Percentage of Class after giving effect to the Offering(1)
Common Shares	2,250,000	28.66%	20.17%

Note:

(1) Assumes 11,150,000 Common Shares outstanding on completion of the Offering including the Shares and the 300,000 Common Shares issuable pursuant to the Option Agreement.

(2) The depository, the date of and conditions governing the release of securities from escrow are described within this section.

PRINCIPAL SECURITYHOLDERS

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

Name	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held	Percentage of Common Shares Held After Giving Effect to the Offering(1)
Michael Dake	1,950,000(3)	24.84%	17.49%(2)

Notes:

(1) Assumes 11,150,000 Common Shares outstanding on completion of the Offering including the Shares and the 300,000 Common Shares issuable pursuant to the Option Agreement.

(2) On a fully diluted basis, assuming exercise of all Agent's Warrants (assuming 3,000,000 Shares are sold), there would be 11,390,000 Common Shares outstanding of which Michael Dake would own 2,000,000 Common Shares (17.56% each).

(3) Held directly.

DIRECTORS AND EXECUTIVE OFFICERS

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

Name and Municipality of Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly (at the date of this Prospectus)
Michael Dake[(1)] Vancouver, British Columbia Canada *Chief Executive Officer, Corporate Secretary, Director and Promoter*	May 2, 2017 (CEO, Corporate Secretary and Director)	Self-employed businessman; President of Creston Capital Corp. since February 2010; Director and/or Officer of a number of reporting issuers.	1,950,000 (24.84%)
David Grandy Vancouver, British Columbia Canada *Chief Financial Officer and Director*	May 2, 2017 (Director) July 8, 2020 (CFO)	Self employed consultant for private and public companies. Business development and fund raising.	250,000 (3.18%)
Sean McGrath[(1)] Vancouver, British Columbia Canada *Director*	July 8, 2020 (Director)	Chartered professional accountant providing financial consulting services through SCM Consulting Corp. since April 1997.	250,000 (3.18%)
Joness Lang[(1)] Vancouver, British Columbia Canada *Director*	December 10, 2020 (Director)	Self employed consultant for private and public companies. Director and/or Officer of a number of reporting issuers.	Nil

Notes:
(1) Denotes a member of the Audit Committee of the Company.

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 officers expires at the discretion of the Company's directors.

As at the date of this Prospectus, the directors and officers of the Company, as a group, owned beneficially, directly or indirectly or exercised control or discretion over an aggregate of 2,450,000 Common Shares of the Company, which is equal to 31.21% of the Common Shares currently issued and outstanding.

Michael Dake (Age: 47) – Chief Executive Officer, Corporate Secretary, Director and Promoter

Mr. Dake is the CEO, Corporate Secretary, and a director of the Company and provides his services to the Company on a part-time basis. He has served as a director of the Company since May 2, 2017 and will devote approximately 15% of his time to the affairs of the Company.

Mr. Dake has over 15 years of experience providing investor relations and corporate communication services to public companies. Mr. Dake is currently the President of Creston Capital Corp., an investor relations services company. Mr. Dake has also served as President and director of Trinity Valley Energy Corp. from July 2011 to June 2018; CEO, Corporate Secretary and director of Eastern Zinc Corp., now Major Precious Metals) from June 2008 to March 2, 2019; President and director of Emperor Oil Ltd. from September 2013 to July 2014; CEO and director of Pure Energy Minerals Limited (formerly Harmony Gold Corp.) from March 2012 to present (acted as CEO until Oct 2012); director of Shamrock Enterprises Inc. from April 2008 to present; director of Taipan Resources Inc. from May 2011 to June 2012; and director of New Destiny Mining Corp. from November 2011 to November 2012.

Mr. Dake is not an independent contractor or employee of the Company and has not entered into an employment agreement, a non-competition or a non-disclosure agreement with the Company.

David Grandy (Age: 54) – Chief Financial Officer and Director

Mr. Grandy is currently President of International Standard Consulting Corp. Mr. Grandy has provided consulting services to a number of TSX and CSE listed companies. Mr. Grandy served as a director and CEO of Moovly Media Inc. from March 2010 to November 2014. Mr. Grandy also previously has sat on the board of various other publicly traded companies. Mr. Grandy has served as director of the Company since May 2, 2017 and will devote approximately 5% of his time to the affairs of the Company.

Mr. Grandy holds a Bachelor of Arts degree from Memorial University in St. John's, Newfoundland.

Mr. Grandy is not an independent contractor or employee of the Company, and has not entered into a non-competition or a non-disclosure agreement with the Company.

Sean McGrath (Age:47) – Director

Mr. McGrath is a Chartered Professional Accountant (CPA, CGA) in Canada and a former Certified Public Accountant (Illinois) in the United States of America. He has spent more than 20 years providing financial management and consulting services to publicly traded companies, with primary emphasis in the natural resources sector. In his capacity he has been responsible for corporate strategy, in all aspects of accounting and finance, planning and forecasting, treasury, and internal and external reporting, internal controls and tax. Mr. McGrath has held senior executive positions with numerous publicly traded companies throughout his career, and he is currently a director of several TSXV-listed companies. Mr. McGrath has served as director of the Company since July 8, 2020 and will devote approximately 5% of his time to the affairs of the Company.

Mr. McGrath is not an independent contractor or employee of the Company, and has not entered into a non-competition or a non-disclosure agreement with the Company.

Joness Lang (Age:38) – Director

Mr. Lang is an experienced business development and capital markets professional with more than 12 years of experience in the natural resource sector. Mr. Lang is the Executive Vice President with Maple Gold Mines and was instrumental in securing their recent transformational transaction with Agnico Eagle Mines. Mr. Lang is also a director of American Pacific Resources Corp. Mr. Lang also served as the VP, Corporate Development for Riverside Resources for several years. Mr. Lang has led multiple equity financings, structured and secured joint-venture and strategic alliance partnerships and negotiated the acquisition of numerous gold and silver assets during his career. Mr. Lang received his Bachelor of Commerce degree from Royal Roads University, graduating with distinction. Mr. Lang also graduated with honours from the British Columbia Institute of Technology where he received his Marketing Management Entrepreneurship diploma. Mr. Lang has served as director of the Company since December 10, 2020 and will devote approximately 5% of his time to the affairs of the Company.

Mr. Lang is not an independent contractor or employee of the Company, and has not entered into a non-competition or a non-disclosure agreement with the Company.

AUDIT COMMITTEE

The board of directors of the Company has constituted an audit committee. The audit committee is comprised of Messrs. Dake, McGrath and Lang.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

No director or executive officer or promoter of the Company is, as at the date of this Prospectus, or was, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any person or company, including the Company, that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "order") that was issued while the director or executive officer or promoter was acting in the capacity of a director, the chief executive officer or the chief financial officer thereof; or

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

No director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any person or 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 10 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, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

PENALTIES OR SANCTIONS

No director or executive officer or promoter of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

PERSONAL BANKRUPTCIES

No director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person 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 been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

CONFLICTS OF INTEREST

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

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

EXECUTIVE COMPENSATION

DIRECTOR AND EXECUTIVE OFFICER COMPENSATION

Upon becoming a reporting issuer, the Company will have two (2) named executive officers, Michael Dake, the Chief Executive Officer, and David Grandy, the Chief Financial Officer of the Company (together, the "**NEOs**"). In the event the Company is in a position to pay a base salary to any officer, such a base salary would be determined by the board of directors and may be based on performance contributions for the year and sustained performance contributions over a number of years. Officers of the Company will be eligible to receive discretionary bonuses as determined by the board of directors based on each officer's responsibilities, his or her achievement of corporate objectives and the Company's financial performance. There is no formal timing for when such an analysis would be performed or when NEOs would be eligible to receive a salary or discretionary bonus. Any salary or bonus would be determined at the absolute discretion of the board and there are presently no performance criteria, goals or peer groups which have been set or identified in relation to NEO compensation.

The Company expects the compensation of the NEOs will be Nil for the financial year ending September 30, 2021.

On September 30, 2018, a total of 2,500,000 Common Shares at $0.005 (below fair market value) per Common Share for gross proceeds of $12,500 were subscribed for by the directors and officers of the Company, allowing the Company to effectively commence operations. See sections entitled "Overall Performance" and "Related Party Transactions," above.

Director compensation is determined by the directors, acting as a whole. The only arrangements the Company has pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Company's Stock Option Plan.

The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Except as stated above, the Company did not compensate directors in the year ended September 30, 2020, except for $10,500 paid to Creston Capital Corp.

External Management Companies

All NEOs acting for the Company act on their own behalf and do not presently provide their services through an external management company.

Incentive Plan Awards

Common Share Purchase Plan

The Company intends to put into place a Stock Option Plan on the Closing Date in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Stock Option Plan will be approved and adopted on the Closing Date and will not subject to shareholder approval under the rules of the Exchange. The Company has no equity incentive plans other than the intended Stock Option Plan.

Details on the Stock Option Plan and the stock options granted as of the date of this Prospectus, including material terms, can be found in section "Options to Purchase Securities".

Employment, Consulting, and Management Agreements

The Company has no employment, consulting or management agreements in place.

Termination and Change of Control Benefits

The Company does not have any contracts, agreements, plans or arrangements in place with any NEO that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive, resignation, retirement, a change of control of the Company or a change in an NEO's responsibilities).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No existing or proposed director, executive officer or senior officer of the Company or any associate of any of them, is indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Prospectus as Schedule "A".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Prospectus as Schedule "B".

PLAN OF DISTRIBUTION

The Offering will be made in accordance with the Agency Agreement and the rules and policies of the Exchange. This Offering consists of 3,000,000 Shares and is subject to the completion of a minimum subscription of 3,000,000 Shares to raise minimum gross proceeds of $300,000. If the Offering is not completed within 90 days of the issuance of a receipt for the final Prospectus, and unless an amendment is filed and receipted in which case the offering shall be extended for a further 90 days from the issuance of a receipt for the amendment to the final Prospectus but in any event not more than 180 days from the date of the receipt for the final Prospectus, the Offering will cease and all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Pursuant to the Agency Agreement, the Company has engaged the Agent to act as its exclusive agent to conduct the Offering in the Selling Provinces, on a commercially reasonable efforts basis. The Agent may enter into selling group arrangements with other investment dealers at no additional cost to the Company. The Agent will receive, on the Closing Date:

1. The Corporate Finance Fee of $25,000;

2. The Agent's Commission of 8% of the gross proceeds of the Offering, payable in cash;

3. The Agent's Warrants in an amount equal to 8% of the Shares sold under the Offering, where each Agent's Warrant provides the right to acquire one Agent's Warrant Share, exercisable at a price of $0.10 per Agent's Warrant Share for a period of 24 months from the Listing Date; and

4. The Agent's Expenses, of which a retainer of $20,000 has been paid toward such expenses.

The Agent has agreed to assist with the Offering on a commercially reasonable efforts basis, but is not obligated to purchase any of the Shares for its own account.

Subscriptions will be received for the Shares subject to rejection or acceptance by the Company in whole or in part and the right is reserved to close the subscription books at any time. Upon rejection of a subscription or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the rules of the Securities Commissions, the subscription price and the subscription will be returned to the Subscriber forthwith without interest or deduction. Physical certificates representing the Shares acquired hereunder will be delivered on the Closing Date unless the Agent elects for electronic delivery by NCI through CDS or its nominee and will be deposited with CDS on the Closing Date. If delivered in NCI form, no physical certificates evidencing the Shares will be issued to purchasers under this Prospectus, a registration will be made in the depository services of CDS. Purchasers of Shares will receive only a customer confirmation from the Agent or registered dealer that is a CDS participant and from whom or through whom a beneficial interest in the Shares were purchased.

The Agency Agreement provides that, upon the occurrence of certain stated events such as the breach of any term of the Agency Agreement by the Company or at the discretion of the Agent on the basis of its assessment of the state of the financial markets or the market for the Shares that the Shares cannot be marketed profitably, the Agent may terminate the Offering.

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement as set out above.

Pursuant to the Agency Agreement the Company has granted to the Agent the right of first refusal to provide any brokered equity financing for a period of one year from the Closing Date.

The Agency Agreement further provides that the Company agrees not to, directly or indirectly, issue, sell or grant or agree to announce any intention to issue, sell, or grant, any additional equity or quasi-equity securities for a period of 120 days after the Closing without the prior written consent of the Agent, such consent not to be unreasonably withheld, except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the Stock Option Plan and other share compensation arrangements; (ii) outstanding warrants; (iii) obligations in respect of existing mineral property agreements; and (iv) the issuance of securities in connection with property or share acquisitions in the normal course of business.

Closing of the Offering is subject to conditions which are set out in the Agency Agreement.

The directors, officers and other insiders of the Company may purchase Shares under the Offering. The price of the Shares offered under this Prospectus was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria.

LISTING OF COMMON SHARES

The Company has applied to list the Common Shares (including the Shares and the Agent's Warrant Shares) on the Exchange. Listing is subject to the Company's fulfilling all of the requirements of the Exchange.

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 Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchanged or the PLUS markets operated by PLUS Markets Group PLC). See "Risk Factors".

RISK FACTORS

GENERAL

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

INSUFFICIENT CAPITAL

The Company does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Company will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Company will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Company's interest in the Lacy Property.

There can be no assurance that financing will be available to the Company or, if it is, that it will be available on terms acceptable to the Company and will be sufficient to fund cash needs until the Company achieves positive cash flow. If the Company is unable to obtain the financing necessary to support its operations, it may be unable to continue as a going concern. The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital. The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations.

NO ESTABLISHED MARKET

The Company has applied to list the securities distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange. There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the Offering Price of the Shares offered under this Prospectus, which was determined through negotiations between the Company and the Agent, will reflect the market price of the Shares once a market has developed. If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public Offering Price.

LIMITED BUSINESS HISTORY

The Company has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably or provide a return on investment or that it will successfully implement its plans.

HIGH RISK, SPECULATIVE NATURE OF INVESTMENT

An investment in the Shares carries a high degree of risk and should be considered speculative by purchasers. There is a low probability of dividends being paid on the Shares.

RESALE OF SHARES

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Shares purchased would be diminished.

LIQUIDITY CONCERNS AND FUTURE FINANCING REQUIREMENTS

After completion of the Offering, the Company may require additional financing in order to fund its ongoing exploration program on the Property. The ability of the Company to arrange such financing in the future will depend, in part, upon prevailing capital market conditions as well as the business success of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of Shares from treasury, control of the Company may change and shareholders may suffer additional dilution. The further exploration and development of the Property and any other mineral properties in which the Company may hold an interest will also require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Company's mineral properties. Events in the equity market may impact the Company's ability to raise additional capital in the future.

If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present, it is impossible to determine what amounts of additional funds, if any, may be required.

PROPERTY INTERESTS

The Company does not own the mineral rights pertaining to the Property. Rather, it holds an option to acquire the mineral rights. There is no guarantee the Company will be able to raise sufficient funding in the future to explore and develop the Property so as to maintain its interests therein. If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

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 the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Company. In addition, because of these risks, there is no certainty that the expenditures to be made by the Company on the exploration of its Property as described herein will result in the discovery of commercial quantities of ore.

The Company has no history of operating earnings and the likelihood of success must be considered in light of problems, expenses, etc. which may be encountered in establishing a business.

FINANCING RISKS

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future.

The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially minable deposit exists on the Lacy Property. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its Lacy Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

NEGATIVE OPERATING CASH FLOW

The Company has negative operating cash flow. The failure of the Company to achieve profitability and positive operating cash flows could have a material adverse effect on the Company's financial condition and results of operations. To the extent that the Company has negative cash flow in future periods, the Company may need to deploy a portion of its cash reserves to fund such negative cash flow. The Company expects to continue to sustain operating losses in the future until it generates revenue from the commercial production of its properties. There is no guarantee that the Company will ever be profitable.

EXPLORATION AND DEVELOPMENT

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

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

ACQUISITION OF ADDITIONAL MINERAL PROPERTIES

If the Company loses or abandons its interest in the Lacy Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

COMMERCIAL ORE DEPOSITS

The Lacy Property is in the exploration stage only and is without a known body of commercial ore. Development of the Lacy Property will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

UNINSURABLE RISKS

In the course of exploration, development and production of mineral properties, certain risks, in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

PERMITS AND GOVERNMENT REGULATIONS

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

SURFACE EXPLORATION RIGHTS

Permission for surface access must be negotiated with the owners of the surface rights to the areas covered by the mining concessions, and commonly involve leasing of the surface rights. The Company currently does not have any agreements in place regarding the Lacy Property, and there is no guarantee the Company will be able to negotiate and enter into any such agreement as may be required to have access to do significant work. Further, there are potential risks with regard to the completion of a successful exploration program in that there is a possibility of not being able to enter into a surface access agreement over part of the area of interest, or problems with obtaining an environmental permit for road construction and drilling.

ENVIRONMENTAL AND SAFETY REGULATIONS AND RISKS

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

The Property is located in an area known for its strong environmental activism and the Company may encounter strong opposition for any of its exploration and development plans which could result in significant delays to the Company's plans, or result in increased costs to the Company.

MINERAL TITLES

The Company has not yet obtained a title opinion in respect of the Lacy Property. The claims on the Property have not been legally surveyed. The Property may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. The Company is satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property.

FIRST NATIONS LAND CLAIMS

The Lacy Property may now or in the future be the subject of First Nations' land claims. The Property is located in an area known for strong First Nations' concerns that could prove to be a problem for any extensive development on the Property. 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 will at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the Property and 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.

First Nations' rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations' title and rights to lands outside of reserve land, particularly a large area of land in Central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The Property may now or in the future be the subject of Aboriginal or indigenous land claims.

FLUCTUATING MINERAL PRICES AND CURRENCY RISK

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 US dollars.

COMPETITION

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

MANAGEMENT

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

TAX ISSUES

Income tax consequences in relation to the Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for Shares.

DILUTION

The Offering Price of the Shares issuable under this Offering significantly exceeds the net tangible book value per Common Share and, accordingly, investors will suffer immediate and substantial dilution of their investment in the amount of 66.4% or $0.0664 per Common Share after considering costs associated with the Offering.

PRICE VOLATILITY OF PUBLICLY TRADED SECURITIES

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Shares distributed hereunder will be affected by such volatility. There is no public market for the Company's Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public Offering Price of the Shares has been determined by negotiations between the Company and representatives of the Agent and this price will not necessarily reflect the prevailing market price of the Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

CONFLICTS OF INTEREST

Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

1. participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;

2. no commissions or other extraordinary consideration will be paid to such directors and officers; and

3. business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

STRESS IN THE GLOBAL ECONOMY

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results and financial condition.

PUBLIC HEALTH CRISIS

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, on March 12, 2020, the World Health Organization declared the outbreak a pandemic and on March 13, 2020, the U.S. declared that the COVID-19 outbreak in the United States constitutes a national emergency. Over the past several months, there were a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada, the United States, Europe and China. The outbreak has also caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary and a number of jurisdictions, including in Canada and the United States, have started to lift certain COVID-19 related restrictions, the duration of the various disruptions to businesses locally and internationally and related financial impact cannot be reasonably estimated at this time.

Public health crises such as COVID-19 can result in volatility and disruptions in the supply and demand for gold, silver and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labour and fuel costs, regulatory changes, political or economic instabilities or civil unrest.

While the impact of the COVID-19 pandemic is not expected to last indefinitely, the circumstances relating to the pandemic are dynamic and its impacts on the Company's business operations cannot be reasonably estimated at this time. However, it is not expected that the COVID-19 pandemic will have a material adverse impact on the Company's business, results of operations, financial position and cash flows in 2020 and going forward. As the government decreed that mining has been determined an essential service, the Company has resumed operations and have put in place the appropriate safety policies and procedures related to COVID-19.

CURRENT GLOBAL FINANCIAL CONDITION

Current global financial conditions have been subject to increased volatility. Access to financing has been negatively impacted by both sub-prime mortgages in the United States and elsewhere and the liquidity crisis affecting the asset-backed commercial paper market. As such, the Company is subject to counterparty risk and liquidity risk. The Company is exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Company's cash; (ii) through companies that have payables to the Company; and (iii) through the Company's insurance providers. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares could be adversely affected.

PROMOTERS

Michael Dake is the promoter of the Company. He has ownership and control of 1,950,000 Common Shares (24.84%) of the issued and outstanding Common Shares of the Company as of the date of this Prospectus. See "Directors and Executive Officers" and "Executive Compensation".

LEGAL PROCEEDINGS AND REGULATORY MATTERS

The Company is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is:

(a) A director or executive officer of the Company;

(b) A person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities; or

(c) An associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b),

has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

The Company is not a "related issuer" or connected issuer to the Agent as such terms are utilized in National Instrument 33-105 – *Underwriting Conflicts* of the Canadian Securities Administrators.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Manning Elliott LLP, Chartered Professional Accountants of 11th Floor – 1050 West Pender Street, Vancouver, British Columbia, Canada, V6E 3S7. Manning Elliott LLP, Chartered Professional Accountants, have advised the Company that they are independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

The Company intends to appoint, prior to Closing, National Securities Administrators Ltd., located at 777 Hornby St Suite 702, Vancouver, BC V6Z 1S2, as the registrar and transfer agent of the Common Shares of the Company.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation, which are currently in effect and considered to be currently material:

1. Option Agreement between the Company and the Vendor referred to under "General Development of the Business".

2. Agency Agreement between the Company and Canaccord Genuity Corp. referred to under the "Plan of Distribution" which the Company intends to enter into following the publication of this Prospectus.

3. Escrow Agreement referred to under "Escrowed Securities" which the Company intends to enter into following the publication of this Prospectus.

4. Registrar and Transfer Agent Agreement between the Company and National Securities Administrators Ltd. which the Company intends to enter into following the publication of this Prospectus.

A copy of any material contract and the Report may be inspected during distribution of the Shares being offered under this Prospectus and for a period of 30 days thereafter during normal business hours at the Company’s offices at 200 - 551 Howe Street, Vancouver British Columbia V6C 2C2 and on the Company’s profile on SEDAR.

EXPERTS

Manning Elliott, LLP, Chartered Professional Accountants, have audited the Company’s audited financial statements for the years ended September 2020, 2019 and 2018.

Derrick Strickland, P.Geo., is the Author of the Report on the Property and is responsible for certain information of a scientific or technical nature relating to the Lacy Property in this Prospectus.

The information in this Prospectus under the heading “Eligibility for Investment has been included in reliance upon the opinion of Cassels, Brock and Blackwell LLP.

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and whom is named as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Company or any associate of the Company.

RELATIONSHIP BETWEEN THE COMPANY’S PROFESSIONAL PERSONS AND EXPERTS

There is no beneficial interest, direct or indirect, in any securities in excess of one percent of the Company’s issued capital or property of the Company or of an associate or affiliate of the Company, held by a professional person as referred to in section 106(1) of the Rules under the *Securities Act* (British Columbia), a responsible solicitor or any partner of a responsible solicitor’s firm or by any person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Prospectus or prepared or certified a report or valuation described or included in this Prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock and Blackwell LLP, counsel to the Company, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) in force on the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) (“**Tax Proposals**”) prior to the date hereof, if the Shares were issued on the date hereof and listed and posted for trading on a “designated stock exchange” as defined in the Tax Act (which includes the Exchange) or if the Company was a “public corporation” on the date hereof, as that term is defined in the Tax Act, then the Shares would at that time be a “qualified investment” for a trust governed by a “registered retirement savings plan” (“**RRSP**”), “registered retirement income fund” (“**RRIF**”), “tax-free savings account” (“**TFSA**”), “registered education savings plan” (“**RESP**”), “deferred profit sharing plan” and “registered disability savings plan” (“**RDSP**”), as those terms are defined in the Tax Act (collectively, the “**Plans**”).

The Shares are not currently listed on a “designated stock exchange” and the Company is not currently a “public corporation”, as that term is defined in the Tax Act. The Company will apply to list the Shares on the Exchange as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Shares in order to allow the Company to satisfy the conditions of the Exchange and to have the Shares listed and posted for trading prior to the issuance of the Shares on the Closing of the Offering. The Company must rely on the Exchange to list the Shares on the Exchange and have them posted for trading prior to the issuance of the Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Shares being listed on the Exchange at the time of their issuance on Closing. If the Shares are not listed on the Exchange at the time of their issuance on the Closing of the Offering and the Company is not a "public corporation" at that time, the Shares will not be qualified investments for the Plans at that time.

Notwithstanding that a Common Share may be a qualified investment for a TFSA, RRSP, RRIF, RESP or RDSP (a "**Registered Plan**"), the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of the Shares if such Shares are a "prohibited investment" for the Registered Plan for purposes of the Tax Act. The Shares will generally be a "prohibited investment" for a Registered Plan if the holder, subscriber or annuitant, as the case may be, does not deal at arm's length with the Company for the purposes of the Tax Act or has a "significant interest" (as defined in the Tax Act) in the Company. In addition, the Shares generally will not be a prohibited investment if the Shares are "excluded property" within the meaning of the Tax Act for the Registered Plan.

Purchasers who intend to hold Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101 – *General Prospectus Requirements*, regarding this Prospectus or the distribution of its securities under this Prospectus.

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the audited financial statements of the Company for the years ended September 30, 2020, 2019 and 2018 together with the Auditor's report thereon. The Company's year-end is September 30.

SCHEDULE "A"
FINANCIAL STATEMENTS

LAKEWOOD EXPLORATION INC.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED

SEPTEMBER 30, 2020, 2019 AND 2018

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3
Tel: 604. 714. 3600 **Fax:** 604. 714. 3669 **Web:** manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Lakewood Exploration Inc.

Opinion on the financial statements

We have audited the accompanying financial statements of Lakewood Exploration Inc. which comprise the statements of financial position as at September 30, 2020, and 2019, and the statements of comprehensive loss, changes in equity and cash flows for the years ended September 30, 2020, 2019 and 2018, and the related notes, including a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the 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 years ended September 30, 2020, 2019 and 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying financial statements, which indicates 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, which comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and do not and will not express any form of assurance conclusion thereon. In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indicators that the other information appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

Auditors' 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 auditors' 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 auditors' 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 auditors' 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.

/s/ Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
January XX, 2021

LAKEWOOD EXPLORATION INC.
STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2020 AND 2019
(Expressed in Canadian dollars)

	Note	2020	2019
		$	$
ASSETS			
CURRENT			
Cash		50,001	6,183
Amounts receivable		520	-
		50,521	6,183
DEFERRED COST	12	20,000	20,000
EXPLORATION AND EVALUATION ASSET	5	97,027	97,027
		167,548	123,210
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities	7	43,964	25,461
SHAREHOLDERS' EQUITY			
SHARE CAPITAL	6	236,501	186,501
CONTRIBUTED SURPLUS	6	87,500	87,500
DEFICIT		(200,417)	(176,252)
		123,584	97,749
		167,548	123,210

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
COMMITMENTS (Note 11)
SUBSEQUENT EVENT (Note 12)

Approved and authorized for issue on behalf of the Board on January XX, 2021:

"XX" ________________ Director   *"XX "* ________________ Director

The accompanying notes are an integral part of these financial statements

LAKEWOOD EXPLORATION INC.
STATEMENTS OF COMPREHENSIVE LOSS
FOR THE YEARS ENDED SEPTEMBER 30, 2020, 2019 AND 2018
(Expressed in Canadian dollars)

	Note	2020	2019	2018
		$	$	$
EXPENSES				
Management fees	7	10,500	-	30,000
Office and administrative		2,020	2,586	1,584
Professional fees	7	4,730	14,390	5,306
Rent	7	6,915	7,780	20,952
Share-based payments	6,7	-	-	87,500
NET LOSS AND COMPREHENSIVE LOSS		24,165	24,756	145,342
LOSS PER SHARE – Basic and diluted		($0.00)	($0.00)	($0.65)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		6,874,658	6,850,000	224,247

The accompanying notes are an integral part of these financial statements

LAKEWOOD EXPLORATION INC.
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED SEPTEMBER 30, 2020, 2019 AND 2018
(Expressed in Canadian dollars)

	Common Shares				
	Number of Shares	Amount	Contributed Surplus	Deficit	Total
		$	$	$	$
Balance, September 30, 2017	**1**	**1**	**-**	**(6,154)**	**(6,153)**
Shares issued for cash	2,500,000	12,500	-	-	12,500
Cancellation of incorporation share	(1)	-	-	-	-
Shares issued for cash	4,350,000	174,000	-	-	174,000
Share-based payments	-	-	87,500	-	87,500
Net loss for the year	-	-	-	(145,342)	(145,342)
Balance, September 30, 2018	**6,850,000**	**186,501**	**87,500**	**(151,496)**	**122,505**
Net loss for the year	-	-	-	(24,756)	(24,756)
Balance, September 30, 2019	**6,850,000**	**186,501**	**87,500**	**(176,252)**	**97,749**
Shares issued for cash	1,000,000	50,000	-	-	50,000
Net loss for the year	-	-	-	(24,165)	(24,165)
Balance, September 30, 2020	**7,850,000**	**236,501**	**87,500**	**(200,417)**	**123,584**

The accompanying notes are an integral part of these financial statements

LAKEWOOD EXPLORATION INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2020, 2019 AND 2018
(Expressed in Canadian dollars)

	2020	2019	2018
	$	$	$
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss for the year	(24,165)	(24,756)	(145,342)
Item not involving cash:			
Share-based payments	-	-	87,500
	(24,165)	(24,756)	(57,842)
Changes in non-cash working capital balances:			
Amounts receivable	(1,205)	6,418	(5,459)
Prepaid expenses	-	500	(500)
Accounts payable and accrued liabilities	19,188	16,578	(485)
Cash used in operating activities	(6,182)	(1,260)	(64,286)
INVESTING ACTIVITIES			
Exploration and evaluation asset	-	-	(97,027)
FINANCING ACTIVITIES			
Deferred cost	-	(20,000)	-
Issuance of common shares	50,000	-	186,500
Cash provided (used) by financing activity	50,000	(20,000)	186,500
CHANGE IN CASH	43,818	(21,260)	25,187
CASH, BEGINNING OF YEAR	6,183	27,443	2,256
CASH, END OF YEAR	50,001	6,183	27,443
SUPPLEMENTAL CASH DISCLOSURES			
Interest paid	$ -	$ -	$ -
Income taxes paid	$ -	$ -	$ -

The accompanying notes are an integral part of these financial statements

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Lakewood Exploration Inc. (“the Company”) was incorporated on May 2, 2017 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is 200-551 Howe Street, Vancouver, British Columbia, Canada.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at September 30, 2020, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had an accumulated deficit of $200,417 as at September 30, 2020, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

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

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

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

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

b) Basis of presentation

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

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Cash and cash equivalents

Cash in the statements of financial position is comprised of cash in banks and on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

f) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Flow-through shares (continued)

share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates (“the functional currency”), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

h) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions for environmental restoration, legal claims, onerous leases and other onerous commitments are recognized at the best estimate of the expenditure required to settle the Company's liability at the reporting date.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the obligation. The increase in the provision due to passage of time is recognized as an interest expense.

j) Loss per share

The Company presents basic and diluted 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 common shares outstanding during the period. Diluted 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.

k) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Financial instruments

On initial recognition financial assets are classified as measured at:

i. Amortized cost;

ii. Fair value through other comprehensive income ("FVOCI"); and

iii. Fair value through profit and loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

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

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at amortized cost.

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

The Company's cash is classified at FVTPL.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Financial instruments (continued)

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

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

The Company classifies its accounts payable at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

m) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities; and

ii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities;

ii. the evaluation of the Company's ability to continue as a going concern; and

iii. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;

4. ADOPTION OF NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS

The Company adopted the following new standards effective October 1, 2019:

IFRS 16 – Leases

IFRS 16 replaces IAS 17, "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15, "Revenue from Contracts with Customers".

The adoption of IFRS 16 did not have a material impact on the Company's future results and financial position.

IFRIC 23 – Uncertainty over Income Tax Treatments

IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Interpretation requires: (a) an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; (b) an entity to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and (c) if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty.

The adoption of IFRIC 23 did not have a material effect on the Company's future results and financial position.

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSET

	Acquisition Costs	**Exploration Costs**	**Total**
	$	$	$
Balance, September 30, 2018	10,000	87,027	97,027
Additions	-	-	-
Balance, September 30, 2019 and 2020	10,000	87,027	97,027

Lacy Property

Pursuant to an option agreement dated November 2, 2017 (the “Agreement”) and amended on October 8, 2020, with Barrie Field-Dyte (the “Optionor”), the Company was granted an option to acquire a 100% undivided interest in the Lacy Property (the “Property”) located in the Alberni Mining Division of British Columbia. The Property is comprised of three mineral claims.

In accordance with the Agreement, the Company has the option to acquire 100% undivided interest in the Property by paying $10,000 (paid) upon execution of the Agreement and issue 300,000 common shares of the Company no later than 15 days after the Company’s common shares are listed on a securities exchange in Canada. If the common shares of the Company are not listed by July 31, 2021, the option to acquire the Property will be terminated.

The Optionors will retain a 2% Net Smelter Returns royalty on the Property. The Company has the right to purchase each of the percentage of NSR for $1,000,000 during the five-year period commencing from the date the Property is put into commercial production.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

Upon closing the IPO described in Note 12, the Company will enter into an escrow agreement, whereby common shares will be held in escrow and scheduled for release at 15% on every six months over the period of thirty six months from date of listing.

c) Issued and Outstanding as at September 30, 2020: 7,850,000 common shares.

During the year ended September 30, 2020, the Company had the following share capital transactions:

(i) The Company issued 1,000,000 flow-through units (“Units”) at $0.05 per share for gross proceeds of $50,000. Each Unit consists of one common share and one-half share purchase warrant. Each full warrant will entitle the holder to purchase an additional share at a price of $0.10 per common share for a period of twelve months.

For the purposes of the calculating the tax effect of any premium related to the issuance of the flow-through shares, the Company reviewed recent financings and compared it to determine if there was a premium paid on the shares. As a result of the review, the Company did not recognize any premium on the flow-through shares issued.

Under the terms of the flow-through share private placement, the Company must incur $50,000 of Canadian Exploration Expenditures (“CEE”) and renounce the CEE to the shareholders that participated in the private placement. As of September 30, 2020, the Company had not made any renunciation.

During the year ended September 30, 2019, the Company had no share capital transaction.

During the year ended September 30, 2018, the Company had the following share capital transactions:

(i) The Company issued 2,500,000 common shares at a price of $0.005 per share for gross proceeds of $12,500. The fair value of the 2,500,000 common shares was estimated to be $100,000. Accordingly, the Company recorded share-based payments of $87,500 and a corresponding increase to contributed surplus.

(ii) The Company cancelled the incorporation share.

(iii) The Company issued 4,350,000 common shares at a price of $0.04 per share for gross proceeds of $174,000.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

d) Warrants

The changes in warrants during the years ended September 30, 2020 and 2019 are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, September 30, 2018 and 2019	**-**	**$ -**
Granted	500,000	0.10
Exercised	-	-
Expired	-	-
Balance, September 30, 2020	**500,000**	**$ 0.10**

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). The Company incurred professional fees for accounting services and rental expenses to a company controlled by the CFO of the Company.

As at September 30, 2020, included in accounts payable and accrued liabilities were $36,316 (2019 - $17,879) payable to companies controlled by the CEO and former CFO of the Company.

As at September 30, 2020, an amount of $2,000 (2019 - $Nil) is due to the former CFO of the Company. The amount is unsecured, non-interest bearing, due on demand and included in accounts payable.

The Company had incurred the following key management personnel cost from related parties:

	2020	2019	2018
	$	$	$
Management fees – former CFO	-	-	27,500
Management fees – CEO	10,500	-	2,500
Professional fees	3,200	1,200	4,525
Rent	4,500	-	18,000
Share-based payments	-	-	87,500
	18,200	1,200	140,025

(Expressed in Canadian dollars)

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

During the year ended September 30, 2018, the Company issued 2,500,000 common shares with estimated fair value of $100,000 to directors and officers of the Company. As described in Note 6(c), the Company recorded an amount of $87,500 as share-based payments for the year ended September 30, 2018.

8. INCOME TAXES

The Company has losses carried forward approximately $112,917 available to reduce income taxes in future years which expire commencing in 2040.

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

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

	2020	**2019**	**2018**
Canadian statutory income tax rate	27%	27%	27%
	$	$	$
Income tax recovery at statutory rate	(6,490)	(6,648)	(38,879)
Effect of income taxes of:			
Permanent differences and other	(35)	(36)	23,262
Change in deferred tax assets not recognized	6,525	6,684	15,617
Deferred income tax recovery	-	-	-

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	2020	**2019**	**2018**
	$	$	$
Non-capital loss carry forwards	30,488	23,963	17,279
Deferred tax assets not	(30,488)	(23,963)	(17,279)
	-	-	-

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at September 30, 2020 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	50,001	-	-	50,001

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at September 30, 2020 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and renunciation of certain exploration expenditures as described in Notes 5 and 6(c).

12. SUBSEQUENT EVENT

The Company entered into an agency agreement whereby the agent (the "Agent") has agreed to raise on commercially reasonable efforts up to $300,000 in an initial public offering ("IPO") by the issuance of up to 3,000,000 common shares of the Company at a price of $0.10 per common share.

Pursuant to the terms of the agency agreement, the Company has agreed to pay to the Agent a cash commission of 8% of the gross proceeds of the IPO. The Company has also agreed to grant to the Agent warrants (the "Agent's Warrant") which will entitle the Agent to purchase up to 8% of the common shares sold under the IPO, at a purchase price that is equal to the price per share offered in the IPO. The Agent's Options are exercisable until 24 months from the Listing date. In addition, the Company has agreed to pay a corporate finance fee of $25,000, the Agent's legal fees incurred and any other reasonable expenses pursuant to the IPO. During the year ended September 30, 2019, the Company prepaid $20,000 as a retainer fee. The amount was recorded as a deferred cost.

SCHEDULE "B"

to the Prospectus of Lakewood Exploration Inc. dated December 18, 2020

ITEM 1: THE AUDIT COMMITTEE'S CHARTER

PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of Lakewood Exploration Inc. (the "**Company**") 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 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. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of management of the Company. The Committee will act as a liaison to provide better communication between the board of directors of the Company and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the board of directors of the Company (the "**Board**").

2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least two (2) members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, 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.

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.

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.

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

6. The Committee shall have access to such officers and employees of the Company, 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.

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 may be 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.

8. The internal auditors and 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.

ROLES AND RESPONSIBILITIES

9. 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 quarterly financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Company's internal and 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 fulfillment of its duties and responsibilities.

10. 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) to review the audit plan of the external auditors prior to the commencement of the audit;

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

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

(ii) the quality and not just the acceptability of the Company's accounting principles; and

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

11. 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 the financial integrity of the Company, including those relating to internal auditing, 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 internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to Shareholders;

(ii) the annual information form, if required;

(iii) annual and interim 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 financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's 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 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 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.

13. The Committee shall have 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 internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Michael Dake, Sean McGrath and Joness Lang. All of the members are financially literate. Sean McGrath and Joness Lang are independent. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 (the "**Instrument**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The relevant education and/or experience of each member of the Committee is as follows:

Michael Dake

Mr. Dake has over 15 years of experience providing investor relations and corporate communication services to public companies. Mr. Dake is currently the President of Creston Capital Corp., an investor relations services company. Mr. Dake has also served as President and director of Trinity Valley Energy Corp. from July 2011 to June 2018; CEO, Corporate Secretary and director of Eastern Zinc Corp., now Major Precious Metals) from June 2008 to March 2, 2019; President and director of Emperor Oil Ltd. from September 2013 to July 2014 CEO and director of Pure Energy Minerals Limited (formerly Harmony Gold Corp.) from March 2012 to present (acted as CEO until Oct 2012); director of Shamrock Enterprises Inc. from April 2008 to present; director of Taipan Resources Inc. from May 2011 to June 2012; and director of New Destiny Mining Corp. from November 2011 to November 2012.

Sean McGrath

Mr. McGrath is a Chartered Professional Accountant (CPA, CGA) in Canada and a former Certified Public Accountant (Illinois) in the United States of America. He has spent more than 20 years providing financial management and consulting services to publicly traded companies, with primary emphasis in the natural resources sector. In his capacity he has been responsible for corporate strategy, in all aspects of accounting and finance, planning and forecasting, treasury, and internal and external reporting, internal controls and tax. Mr. McGrath has held senior executive positions with numerous publicly traded companies throughout his career, and he is currently a director of several TSXV-listed companies.

Joness Lang

Mr. Lang is an experienced business development and capital markets professional with more than 12 years of experience in the natural resource sector. Mr. Lang is the Executive Vice President with Maple Gold Mines and was instrumental in securing their recent transformational transaction with Agnico Eagle Mines. Mr. Lang is also a director of American Pacific Resources Corp. Mr. Lang also served as the VP, Corporate Development for Riverside Resources for several years. Mr. Lang has led multiple equity financings, structured and secured joint-venture and strategic alliance partnerships and negotiated the acquisition of numerous gold and silver assets during his career. Mr. Lang received his Bachelor of Commerce degree from Royal Roads University, graduating with distinction. Mr. Lang also graduated with honours from the British Columbia Institute of Technology where he received his Marketing Management Entrepreneurship diploma.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Manning Elliott LLP, Chartered Professional Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) and (6), or Part 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Board and, where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor the last two fiscal years is as follows:

For the year ended	September 30, 2020(1)	September 30, 2019(2)
Audit Fees	$5,500	$5,500
Audit-Related Fees	Nil	Nil
Tax Fees	Nil	Nil
All other fees (non-tax):	Nil	Nil
Total Fees:	$5,500	$5,500

Note:
(1) Includes audit for the year ended September 30, 2020.
(2) Includes audit for the year ended September 30, 2019.

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE "C"

to the Prospectus of Lakewood Exploration Inc. (the "Company") dated December 18, 2020

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1: BOARD OF DIRECTORS

The board of directors of the Company (the "**Board**") facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board reviews its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board meets without management present and convenes meetings, as deemed necessary, of the independent directors, at which meetings non-independent directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest.

Michael Dake is Chief Executive Officer and Corporate Secretary of the Company and is therefore not independent.

David Grandy is the Chief Financial Officer of the Company and is therefore not independent.

Sean McGrath, a director of the Company, is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Joness Lang, a director of the Company, is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

ITEM 2: DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Michael Dake	• Golden Independence Resources Corp. • Lot 49 Capital Corp.

Name of Director	Name of Reporting Issuer
	• Pure Energy Minerals • AMV Capital Corp. • Cayenne Capital Corp.
David Grandy	• Lot 49 Capital Corp. • Cayenne Capital Corp
Sean McGrath	• Supernova Metals Corp. • Cayenne Capital Corp. • Lot 49 Capital Corp.
Joness Lang	• American Pacific Mining Corp.

ITEM 3: ORIENTATION AND CONTINUING EDUCATION

The Board briefs all new directors with the policies of the Board and other relevant corporate and business information.

ITEM 4: ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction must be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5: NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives and a willingness to serve.

ITEM 6: COMPENSATION

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7: OTHER BOARD COMMITTEES

The Board has no other committees other than the audit committee.

ITEM 8: ASSESSMENTS

On an ongoing basis, the Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

CERTIFICATE OF THE COMPANY

Dated: December 18, 2020

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

signed "Michael Dake"	*signed "David Grandy"*
Michael Dake, Chief Executive Officer & Corporate Secretary	David Grandy, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

signed "Michael Dake"	*signed "Sean McGrath"*
Michael Dake, Director	Sean McGrath, Director
signed "David Grandy"	*signed "Joness Lang"*
David Grandy, Director	Joness Lang, Director

CERTIFICATE OF PROMOTER

Dated: December 18, 2020

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

PROMOTER

signed "Michael Dake"

Michael Dake

CERTIFICATE OF THE AGENT

Dated: December 18, 2020

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

CANACCORD GENUITY CORP.

"signed" Frank Sullivan

Frank Sullivan