Fathom
Nickel Inc.

FATHOM NICKEL INC.

Canadian Securities Exchange

Form 2A

Listing Statement

May 20, 2021

Note to Reader:

This Listing Statement contains the long form final prospectus of Fathom Nickel Inc. (the "**Issuer**" or the "**Corporation**") dated May 13, 2021 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange ("**CSE**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer, as required by the CSE. Capitalized terms not otherwise defined herein have the meaning ascribed thereto in the Prospectus.

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FATHOM NICKEL INC.

CSE Form 2A Listing Statement

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2. Schedule A: Final Prospectus of the Issuer dated May 13, 2021

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

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") and, may not be reoffered, resold or transferred to, or for the account or benefit, of a U.S. Person (as that term is defined in Regulation S of the U.S. Securities Act) except pursuant to an effective registration statement under the U.S. Securities Act, and any applicable state securities laws, or pursuant to an available exemption from the registration requirements from the U.S. Securities Act and any applicable state securities laws. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities offered hereby in the United States to, or for the account or benefit, of a U.S. Person. See "Plan of Distribution".

PROSPECTUS

Initial Public Offering May 13, 2021

FATHOM NICKEL INC.

12,664,001 Units issuable upon conversion of
12,664,001 previously issued NFT Special Warrants

2,973,387 Flow-Through Shares issuable upon conversion of
2,973,387 previously issued FT Special Warrants

This prospectus (the "**Prospectus**") qualifies the distribution of: (i) 12,664,001 units (the "**Units**") of Fathom Nickel Inc. (the "**Corporation**" or "FN") issuable to the holders of 12,664,001 previously issued non-flow-through special warrants (the "**NFT Special Warrants**"); (ii) 2,973,387 common shares of the Corporation issued as "Flow-Through Shares" as defined under the *Income Tax Act* (Canada) (the "**FT Share**") issuable to the holders of 2,973,387 previously issued flow-through special warrants (the "**FT Special Warrants**", together with the NFT Special Warrants, the "**Special Warrants**") of the Corporation previously issued on March 15, 2021 to purchasers resident in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia (in addition to offshore purchasers) pursuant to prospectus exemptions under applicable securities laws.

Each NFT Special Warrant entitles the holder to receive, without additional payment, one Unit of the Corporation. Each Units consists of one common share of the Corporation ("**Common Share**") and one-half of a Common Share purchase warrant (the "**Warrant**"). Each whole Warrant entitles the holder to acquire one Common Share at an exercise price of $1.00 for a period of 24 months from issuance. The NFT Special Warrant automatically converts into one Unit at the Deemed Exercise Time. If a Receipt for the Prospectus is not issued prior to the Qualification Deadline, then each holder of a NFT Special Warrant will be entitled to 1.15 Units per NFT Special Warrant held instead of one (1) Unit) upon the exercise or deemed exercise thereof, in accordance with the Special Warrant Indenture, without payment of additional consideration or further action on the part of the NFT Special Warrantholders, subject to adjustment as set out therein. See "*Plan of Distribution*".

Each FT Special Warrant entitles the holder to receive, without additional payment, one FT Share. The FT Special Warrant automatically converts into one FT Share at the Deemed Exercise Time. See "*Plan of Distribution*".

No securities are being offered pursuant to this Prospectus. The Corporation is filing this Prospectus with the securities commissions of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia for the purpose of becoming a reporting issuer pursuant to applicable securities legislation in the Provinces of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia. As no securities are being sold pursuant to this Prospectus, no proceeds will be realized by the Corporation, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation from its general funds.

Each NFT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the Units issuable upon the exercise or deemed exercise of the NFT Special Warrants has been issued by the last of the securities commissions or similar regulatory authority (the "**Securities Regulators**") in a Province in Canada (the "**Designated Jurisdictions**"); and (ii) the date that is 4 months and one day after the issuance of the NFT Special Warrant (the "**Deemed Exercise Time"**).

Each FT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the FT Shares issuable upon the exercise or deemed exercise of the FT Special Warrants has been issued by the last of the Securities Regulators in the Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the FT Special Warrant.

The NFT Special Warrants were issued by the Corporation on March 15, 2021 at a price of $0.70 per NFT Special Warrant to purchasers in the Designated Jurisdictions.

The FT Special Warrants were issued by the Corporation on March 15, 2021 at a price of $0.77 per NFT Special Warrant to purchasers in the Designated Jurisdictions.

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

An investment in the Corporation's securities should be considered highly speculative and involves a high degree of risk that should be considered by potential investors. There is no guarantee that an investment in the Corporation will earn any positive return in the short or long term. An investment in the Corporation is appropriate only for investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. There are certain risk factors associated with an investment in the Corporation's securities. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective investors. See "Risk Factors" and "Forward-Looking Statements".

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

As at the date of this prospectus, Fathom Nickel Inc. 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 Canadian Securities Exchange has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all the listing requirements of the Exchange.

There is currently no market through which any of the securities being distributed under this Prospectus, may be sold, and purchasers may not be able to resell such securities acquired hereunder. This may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information".

An investment in securities of the Corporation involves a high degree of risk and must be considered speculative due to the nature of the Corporation's business and the present stage of exploration of its mineral property. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by investors in connection with an investment in the Corporation's securities. See "*Risk Factors*".

Notwithstanding that this Prospectus is being filed to qualify the distribution of all securities issuable upon the exercise or deemed exercise of the Special Warrants, in the event that a holder of Special Warrants exercises such securities prior to the date that the Receipt is received by the Corporation, the securities issued upon exercise of such Special Warrant will be subject to statutory hold periods under applicable securities legislation and shall bear such legends as required by applicable securities laws.

Investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Corporation has not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in the Prospectus is accurate only as of the date of this Prospectus.

FATHOM NICKEL INC.

#104, 1240 Kensington Road N.W., Calgary, Alberta T2N 3P7.

GENERAL MATTERS

As used in this Prospectus, the terms “we”, “us”, “our”, “FN” and the “Corporation” mean Fathom Nickel Inc., unless otherwise indicated.

An investor should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with additional or different information. The information contained on our website at www.fathomnickel.com is not intended to be included in or incorporated by reference into this Prospectus and prospective investors should not rely on such information. Any graphs, tables or other information demonstrating the historical performance of the Corporation or of any other entity contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of our future performance or the future performance of such entities. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated.

This Prospectus includes a summary description of certain material agreements of the Corporation. See “Material Contracts”. The summary description discloses attributes material to an investor but is not complete and is qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and available on SEDAR. Investors are encouraged to read the full text of such material agreements.

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in Canadian dollars.

Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns are not necessarily indicative of future performance.

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

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements that relate to the Corporation’s current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled “Prospectus Summary”, “Business of the Corporation”, “Use of Available Funds”, “Summary of Selected Financial Information”, Management’s Discussion and Analysis” and “Risk Factors”.

In some cases, these forward-looking statements can be identified by words or phrases such as “may”, “might”, “will”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “indicate”, “seek”, “believe”, “predict”, “likely”, or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Statements containing forward-looking information are not historical facts. The Corporation has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy, and financial needs.

This forward-looking information includes, among other things, statements relating to: the completion and results of exploration programs on the Property, capital and general expenditures, expectations regarding the Corporation’s ability to raise additional capital, the listing of the Corporation on the CSE, treatment of the Corporation under governmental regulatory regimes and matters related thereto; the intentions, plans and future actions of the Corporation; statements relating to the business and future activities of the Corporation; and the future financial or operating performance of the Corporation; the timing and amount of funding required to execute the Corporation’s business plans; the effect on the Corporation of any changes to existing or new legislation or policy or government regulation; the length of time required to obtain permits, certifications and approvals; the availability of labour; estimated budgets; currency fluctuations; limitations on insurance coverage; the adequacy of the Corporation’s financial resources; its proposed use of available funds; and its expectations regarding revenues, expenses and anticipated cash needs.

Assumptions underlying the expected nature and cost of the exploration program on the Property are as set forth in the Report. Forward-looking statements pertaining to our need for and ability to raise capital in the future are based on the projected costs of operating a junior mineral exploration company, and management's experience with raising funds in current market circumstances. Forward-looking statements regarding treatment by governmental authorities, assumes no material change in regulations, policies, or the application of the same by such authorities.

Any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are based on certain assumptions and analyses made by the Corporation in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties, and assumptions, prospective investors should not place undue reliance on these forward-looking statements. Whether actual results, performance, or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions, and other factors, including those listed under "*Risk Factors*", which include:

- There is no public market for the Corporation's Shares; and there is no assurance the CSE will allow the Corporation to List.
- The Corporation has had negative cash flow from operations since its inception.
- The Corporation has no history of operations, sales, revenue or profits; and there is no guarantee that the Corporation will ever make adequate sales or revenue to continue its operations.
- An investment in the Common Shares carries a high degree of risk and should be considered speculative by purchasers.
- The mining industry is heavily dependent upon the market price of the metals or minerals being mined or explored for. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale.
- The Corporation may need additional financing; and there is no assurance the Corporation will be able to raise such financing, on terms acceptable to it, or at all; and any issuance of new Common Shares could be dilutive to holders of Common Shares.
- The Property is in the exploration stage and is without a known body of commercial ore and requires extensive expenditures during this exploration stage. See "Description of Mineral Property".

The risks identified above are not intended to represent a complete list of the factors that could affect the Corporation. Additional risks are noted in this Prospectus under "Risk Factors". Although the Corporation believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. These statements are current only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference into this Prospectus, as the case may be. The Corporation does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws. Except as required by applicable law, the Corporation does not intend to update any of the forward-looking statements to conform these statements to actual results.

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GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Corporation may be defined separately and the terms defined below may not be used therein.

"ABCA"	means the *Business Corporations Act* (Alberta), as amended;
"Agency Agreement"	means the agency agreement dated as of March 15, 2021 between the Corporation and the Agents;
"Agents"	means collectively, Echelon Wealth Partners Inc. and Sprott Capital Partners Ltd.;
"Authors"	means Stephen Kenwood, P.Geo and Alanna Ramsay, P. Geo., the authors of the Technical Report;
"Board"	means the Board of Directors of the Corporation;
"Business Day"	means a day other than a Saturday, Sunday or any other day on which the principal chartered banks located in Calgary, Alberta are not open for business;
"Common Shares"	means the Class A common shares in the capital of the Corporation and "**Common Share**" means any one of them;
"Compensation Options"	means the options issued by the Corporation to the Agents as partial compensation under the terms of the Offering. Each option entitles the holder to acquire one Unit at an exercise price of $0.70 on or before March 15, 2023.
"Corporation" or "Fathom Nickel"	means Fathom Nickel Inc., a corporation existing under the laws of the Province of Alberta;
"Deemed Exercise Time"	means 5:00 p.m. (Calgary time) on the Deemed Exercise Date;
"Depository"	means CDS Clearing and Depository Services Inc. or such other person as is designated in writing by the Corporation to act as depository in respect of the Special Warrants;
"Designated Jurisdictions"	means, collectively, each of the Provinces of Canada, except Quebec, where Special Warrants are sold;
"Director"	means a director of the Corporation for the time being and, unless otherwise specified herein, a reference to an action by the directors means an action by the directors of the Corporation as a board or, whenever duly empowered, action by a committee of such board;
"Equity Incentive Plan"	means the Corporation's equity incentive plan adopted on March 25, 2021 by the Board and providing for the granting of incentive equity securities to the Corporation's directors, officers, employees and consultants;
"Escrow Agreement"	means the NP 46-201 escrow agreement to be entered into prior to the Listing Date among the Transfer Agent, the Corporation and various principals and shareholders of the Corporation;
"Exchange"	means the Canadian Securities Exchange;
"Fathom Minerals" or "FM"	means Fathom Minerals Ltd., a wholly owned subsidiary of the Corporation;
"Fathom Mineral Shares" or "FM Shares"	means Class "A" common shares in Fathom Minerals;
"FM Audited Financial Statements"	means the audited financial statements for Fathom Minerals for the years ended December 31, 2020 and 2019;

"FN Audited Financial Statements"	means the audited. financial statements for the Corporation for the years ended December 31, 2020 and 2019;
"FT Shares"	means previously unissued Common Shares issued as "Flow-Through Shares" as defined under the ITA, which form the underlying securities of the FT Special Warrants;
"FT Offering"	means the issuance of 3,129,317 FT Special Warrants at a price of $0.77 per FT Special Warrant for gross proceeds of $2,409,574.09 on a private placement basis;
"FT Special Warrant"	means a flow-through special warrant of the Corporation entitling the holder thereof to acquire one (1) FT Share upon the exercise or deemed exercise thereof, in accordance with the Special Warrant Indenture, without payment of additional consideration or further action on the part of the Special Warrantholders, subject to adjustment as set out therein;
"FT Special Warrant Certificate"	means a certificate evidencing one or more FT Special Warrants;
"Leslie Royalty"	means a 1.0% NSR payable in favour of Mr. Dorian Leslie on claims MC00002913 and MC00002965. The Corporation can purchase the NSR royalty in its entirety for a payment of $500,000 to Mr. Leslie at the Corporation's discretion on the Albert Lake Property;
"ITA"	means the *Income Tax Act* (Canada), as amended;
"Listing Date"	means the date on which the Common Shares of the Corporation are listed for trading on the Exchange;
"NI 43-101"	means National Instrument 43-101 *Standards of Disclosure for Mineral Properties*;
"NP 46-201"	means National Policy 46-201 *Escrow for Initial Public Offerings*;
"NI 52-110"	means National Instrument 52-110 *Audit Committees*;
"NFT Offering"	means the offering of 12,486,323 NFT Special Warrants at a price of $0.70 per NFT Special Warrant for gross proceeds of up to $8,740,426.10 on a private placement basis;
"NFT Special Warrant"	means a non flow-through special warrant of the Corporation entitling the holder thereof to acquire one (1) Unit (provided that if a Receipt for the Prospectus is not issued prior to the Qualification Deadline then each holder of a NFT Special Warrant will be entitled to 1.15 Units per NFT Special Warrant held instead of one (1) Unit) upon the exercise or deemed exercise thereof, in accordance with the Special Warrant Indenture, without payment of additional consideration or further action on the part of the Special Warrantholders, subject to adjustment as set out therein;
"NSR"	means net smelter royalty;
"Offering"	means collectively, the NFT Offering and the FT Offering;
"Passport System"	means the passport system procedures provided for under Multilateral Instrument 11-102 - Passport System and National Policy 11-202 - *Process for Prospectus Reviews in Multiple Jurisdictions*;
"person"	means an individual, body corporate, partnership, trust, warrant agent, executor, administrator, legal representative or any unincorporated organization;

“Property”, “Project” or “Albert Lake Property”	means the Albert Lake property located in Northern Saskatchewan and centered at 04° 49’ 33’’ longitude west and 56° 20’ 39’’ latitude north, approximately 500 km northeast of Saskatoon and 135km north-northeast of La Ronge;
“Prospectus”	means a (final) long form prospectus of the Corporation filed with the Securities Regulators by the Corporation which qualifies the distribution of the Underlying Securities in the Designated Jurisdictions;
“Qualification Date”	means the date on which the principal regulator under the Passport System, issues the Receipt evidencing that each Securities Regulator has issued a receipt for a Prospectus;
“Qualification Deadline”	means 5:00 p.m. (Calgary time) on May 14, 2021;
“Receipt”	means the receipt issued by the principal regulator under the Passport System, which is deemed to also be a receipt of the Securities Regulators of the other Designated Jurisdictions pursuant to the Passport System;
“RSU”	means restricted share units of the Corporation;
“Securities Regulators”	means, collectively, the securities commissions or other applicable securities regulatory authorities of each of the Designated Jurisdictions;
“Special Warrant”	means either a NFT Special Warrant or a FT Special Warrant and “**Special Warrants**” mean both a NFT Special Warrant and a FT Special Warrant;
“Special Warrant Agent”	means the special warrant agent under the Special Warrant Indenture, initially being Odyssey Trust Company, in its capacity as special warrant agent;
“Special Warrant Indenture”	means the special warrant indenture governing the terms of the Special Warrants between the Corporation and Odyssey Trust Company in its capacity as special warrant agent, dated March 15, 2021;
“Special Warrantholder”	means the registered holder from time to time of an outstanding Special Warrant;
“Technical Report”	Independent Technical Report on the “Albert Lake Project” dated effective May 7, 2021 prepared by Stephen Kenwood, P.Geo and Alanna Ramsay, P. Geo;
“Underlying Securities”	means collectively, the Units, Common Shares, FT Shares and Warrants;
“Unit”	means a unit of the Corporation, comprised of one Common Share and one-half of one Warrant;
“Uravan”	means Uravan Minerals Inc.
“Uravan Royalty”	means a 2.0% NSR payable in favour of Uravan over an area of mutual interest at the Albert Lake Property. Fathom can purchase 1% of the NSR royalty for a payment of $1,000,000 to Uravan at Fathom’s discretion;
“Warrant”	means one whole Common Share purchase warrant, each being exercisable to acquire one Common Share for a period of twenty-four (24) months after issuance at a price of $1.00 per Common Share;

"Warrant Indenture"	means the warrant indenture governing the terms of the Warrants between the Corporation and Odyssey Trust Company in its capacity as warrant agent dated March 15, 2021.

NOTICE TO READER

An investment in Fathom Nickel should be considered highly speculative due to the nature of its activities and the present stage of its development.

See "*Risk Factors*".

The following information is a summary of the business and affairs of Fathom Nickel and should be read together with the more detailed information including audited and unaudited financial data and statements regarding Fathom Nickel.

CURRENCY

All dollar amounts in this Prospectus are in Canadian dollars unless otherwise indicated, and all references to $ in this Prospectus are to Canadian dollars unless otherwise indicated.

FINANCIAL INFORMATION

Unless otherwise indicated, all financial information referred to in this Prospectus was prepared in accordance with IFRS.

TECHNICAL INFORMATION

Except where indicated, the disclosure contained in this Prospectus that is of an economic, scientific or technical nature has been summarized or extracted from the technical report titled " Albert Lake Technical Report", with an effective date of May 7, 2021 (the "**Technical Report**"), prepared by Stephen Kenwood, P.Geo., and Alanna Ramsay, P. Geo, each of who is a "qualified person" as such term is defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Stephen Kenwood, P.Geo. and Alanna Ramsay, P. Geo, consent to the inclusion in this Prospectus of the summary of the Technical Report in the form and context in which it appears in the section titled "Albert Lake Property" and confirms that such information is based on and fairly represents the Technical Report. Readers should consult the Technical Report to obtain further particulars regarding the Albert Lake Project. The Technical Report, which constitutes the current technical report for the Albert Lake Project, is available on SEDAR under Fathom Nickel's profile at www.sedar.com.

The information for Fathom Nickel's property (including as used in the Technical Report) has been drafted in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for mineral resources and mineral reserves adopted by the CIM Council on May 10, 2014.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation and its projects, the future price of nickel or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Corporation; the actual results of current exploration activities; ability to obtain prospecting licenses or permits; the legal obligations to consult and accommodate aboriginal land claims; proper title to the claim that comprises the Albert Lake Property; the Corporation may lose or abandon its interest in the Albert Lake Property; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the section entitled "*Risk Factors*" in this Prospectus.

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Corporation considers these assumptions may 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*".

These forward-looking statements are made as of the date of this Prospectus and are based upon management's beliefs, estimates and opinions. Following listing on the Exchange, the Corporation intends to discuss in its quarterly and annual reports referred to as the Corporation's Management's Discussion and Analysis documents any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Other than as required by law and as otherwise stated in this Prospectus the Corporation 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.

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 Corporation

Fathom Nickel Inc. (the "**Corporation**") was incorporated in Alberta under the *Business Corporations Act* (Alberta) on November 23, 2018. To date, the Corporation, through its subsidiary Fathom Minerals, has engaged in the business of mineral exploration with a focus on Nickel Sulphide and Platinum Group Elements ("**PGEs**"). The Corporation's current objective is to explore and, if warranted, develop the Albert Lake Property, an exploration stage nickel property located in the Province of Saskatchewan that consists of a continuous 90,127 hectares. Should the Property not be deemed viable, the Corporation shall explore other financially viable business opportunities.

Albert Lake Property

See "*Albert Lake Property*".

Management, Directors & Officers

The management of the Corporation shall be as follows:

Directors and Officers	
Brad Van Den Bussche, P.Geol	President, Chief Executive Officer and Director
Ian Fraser, P.Geol	Vice-President Exploration and Director
Doug Porter, CPA, CBV	Chief Financial Officer
Mark Cummings	Director
John Morgan	Director
Eugene Chen	Director

Special Warrants

This Prospectus is being filed to qualify the distribution in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia of 12,664,001 Units issuable to the holders of 12,664,001 NFT Special Warrants and 2,973,387 FT Shares issuable to holders of 2,973,387 FT Special Warrants, upon automatic exercise of those Special Warrants. The Special Warrants will automatically convert at the Deemed Exercise Time.

The NFT Special Warrants were acquired by the holders for $0.70 per NFT Special Warrant providing for gross proceeds of $8,740,426 and there will be no additional proceeds to the Corporation from the exercise of the NFT Special Warrant. Each NFT Special Warrant entitles the holder, for no additional consideration, to acquire one Unit.

The FT Special Warrants were acquired by the holders for $0.77 per FT Special Warrant providing for gross proceeds of $2,409,574 and there will be no additional proceeds to the Corporation from the exercise of the FT Special Warrant. Each FT Special Warrant entitles the holder, for no additional consideration, to acquire one FT Share.

Listing

The Canadian Securities Exchange has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all the listing requirements of the Exchange. See "*Plan of Distribution*".

Use of Available Funds

The estimated funds available to the Corporation as of April 30, 2021 are approximately $9,217,018[(1)]. The expected principal purposes for which the available funds will be used are described below:

Use of Available Funds	($)
Legal and other costs associated with the filing of this Prospectus and listing on the CSE	216,000
Project – Exploration and Drill Program[(2)]	2,300,000
Ancillary expenditures related to support of Albert Lake	700,000
General and administrative costs for next 12 months	1,371,000
Exploration program for Albert Lake - 2022	2,500,000
Strategic review and potential acquisitions	1,000,000
Cash reserve and unallocated working capital	1,130,018[(3)]
Total:	**9,217,018**

Notes:

(1) At April 30, 2021, the Corporation had estimated net working capital (current assets less current liabilities) of $780,064. This figure includes in current liabilities a Special Warrant liability of $7,811,091 and a flow through premium liability of $625,863. Both of these items are temporary accounting classifications that will be eliminated on the earlier of: a) in the case of the Special Warrant liability, upon the issuance of a receipt for a final prospectus from the last of the Securities Regulators in the Designated Jurisdictions qualifying the Special Warrants; or July 16, 2021; and b) in the case of the flow-through premium liability, upon expending $2,409,574 on qualifying exploration expenditures. Both of these events are expected to occur in Q3 or Q4, 2021, thus eliminating these total liabilities of $8,436,954. These amounts have therefore been included as "Available Funds" as at April 30, 2021.

(2) See "*Albert Lake Property – Recommendations - Project*."

(3) The Corporation plans to utilize unallocated working capital for: (i) follow up exploration work if warranted based on results from its planned exploration programs where the results of mineral exploration demonstrate the ongoing potential for economic mineralization on a mineral property that would justify further exploration work to continue to delineate such mineralization; (ii) the identification, acquisition and advancement of potential new mineral project opportunities; and (iii) a cash reserve for the Corporation. The time period in which the Corporation expects to use these funds is currently uncertain. It will be dependent on market conditions and the ability of the Corporation to complete additional financings. If the Corporation experiences difficulty raising capital, the Corporation may need to utilize existing unallocated working capital over a period of two or three years. If the Corporation is able to access the capital markets following its initial planned exploration programs, the Corporation may expedite further exploration programs on its mineral properties. The Corporation plans to adopt a prudent cash management strategy to be prepared for any eventuality.

Risk Factors

An investment in the Corporation is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Corporation, including risks related to: (i) exploration and development of base and precious metals; (ii) potential profitability depends upon factors beyond the control of the Corporation; (iii) title matters, surface rights and access rights; (iv) environmental risks and other regulatory requirements; (v) government permits and licensing; (vi) foreign currency fluctuations; (vii) negative cash flow from operating activities; (viii) how risk is related to return; (ix) dilution; (x) no market for securities; (xi) current market volatility; (xii) no production history; (xiii) limited operating history; (xiv) exploration, mining and operational risks; (xv) exploration licenses; (xvi) land claims; (xvii) assurance of title; (xviii) possible failure to obtain mining licenses; (xix) competition; (xx) conflicts of interest; (xxi) personnel; (xxii) dependence on outside parties; (xxiii) acquisition of additional mineral properties; (xxiv) volatility of commodity prices; (xxv) uninsured risks; (xxvi) health and safety risks; (xxvii) tax issues; (xxviii) additional requirements for capital; (xxix) volatility of smaller companies; (xxx) illiquidity; (xxxi) coronavirus (covid-19); (xxxii) any other risks associated with the Corporation. See "*Risk Factors*".

There is currently no public market for the Common Shares and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Listing. The value of the Common Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings.

See "*Risk Factors*".

Summary of Selected Pro Forma Financial Information

The following selected pro forma financial information has been derived from the Pro Forma Statement of Financial Position as at December 31, 2020, included herein as Schedule D, the audited annual financial statements of the Corporation for the year ended December 31, 2020, included herein as Schedule B, the audited annual financial statements of FM for the year ended December 31, 2020, included herein as Schedule C and should be read in conjunction with the Management's Discussion and Analysis included in this Prospectus. As described in Note 1 of Schedule C, the pro forma adjustments have been prepared as if the equity Private Placement for gross proceeds of $735,000 and the Offering for gross proceeds of $11,150,000 had occurred on December 31, 2020. All financial statements are prepared in accordance with IFRS. The Corporation's financial year end is December 31.

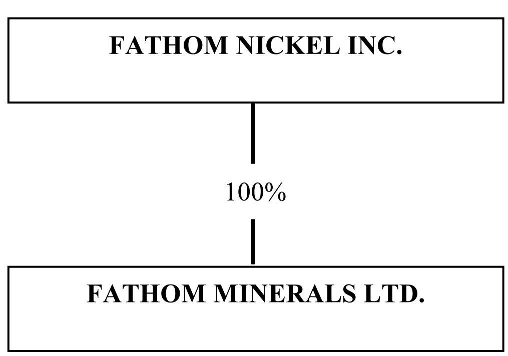
	Year ended December 31, 2020 (unaudited, prepared by Management)
Assets	
Current assets (included in working)	$10,889,113
Exploration and evaluation assets	$1,483,587
Total Assets	$12,372,700
Liabilities	
Current liabilities	$50,842
Flow-through premium liability	$625,863
Special warrant liabilities	$7,811,091
Shareholders' Equity	$3,884,904
Total Liabilities and Shareholders' Equity	$12,372,700

CORPORATE STRUCTURE

Name and Incorporation

The Corporation was incorporated under the *Business Corporations Act* (Alberta) on November 23, 2018. The Corporation's registered and records office is located at Suite 300, 14505 Bannister Road SE, Calgary, Alberta T2X 3J3. The Corporation's head office is located at #104, 1240 Kensington Road NW, Calgary, AB T2N 3P7.

Inter-corporate Relationships



BUSINESS OF THE CORPORATION

The Corporation is engaged in the business of mineral exploration and the acquisition of mineral property assets in Canada, initially focusing on the exploration and development of the Corporation's 100% owned Albert Lake nickel property located in the Province of Saskatchewan. The Corporation intends to use its available funds to carry out exploration on the Albert Lake project and for general working capital but will continue to consider other opportunities to acquire and explore mining claims as they arise.

The Corporation owns the Property indirectly through its wholly-owned subsidiary Fathom Minerals.

History

The Corporation was incorporated on November 23, 2018 as 2157365 Alberta Ltd. to pursue mineral exploration and development opportunities within Canada. On December 24, 2020, it changed its name to Fathom Nickel Inc. and amended its articles to remove its "private issuer" restrictions. It does not have any operating history but acquired the Albert Lake Property through the acquisition of Fathom Minerals Ltd. on January 22, 2021 and completed various financings to fund its operations as set forth below:

<u>Initial Capital Issuances of the Corporation</u>

On November 23, 2018, the Corporation issued 8,810.019 Common Shares at a deemed price of $0.0004 in consideration for services provided to the Corporation by arm's length parties.

On December 31, 2019, the Corporation issued 4,485,019 Common Shares at a deemed price of $0.03 in consideration for financial advisory services provided to the Corporation.

<u>Acquisition of Fathom Minerals Ltd. and the Albert Lake Property</u>

Fathom Minerals was incorporated pursuant to the *Business Corporations Act* (Alberta) on April 27, 2012 to pursue mineral exploration and development opportunities within Canada. On April 29, 2015 Fathom Minerals completed the acquisition of the Albert Lake Property.

Prior to the acquisition of Fathom Minerals by the Corporation, Fathom Minerals completed a number of private placements for total gross proceeds of $2,228,766 issuing an aggregate of 49,980,149 Fathom Minerals Shares:

2015: Fathom Minerals issued a total of 17,964,664 Fathom Minerals Shares in a series of private placements for total gross proceeds of $378,233.

2016: Fathom Minerals issued a total of 11,916,665 Fathom Minerals Shares in a series of private placements for total gross proceeds of $625,000.

2017: Fathom Minerals issued a total of 3,790,191 Fathom Minerals Shares in a series of private placements for total gross proceeds of $284,264.

2018: Fathom Minerals issued a total of 10,685,131 Fathom Minerals Shares in a series of private placements for total gross proceeds of $641,108.

2019: Fathom Minerals issued a total of 888,336 Fathom Minerals Shares in a series of private placements for total gross proceeds of $53,300 and issued 83,333 Fathom Minerals Shares for services valued at $5,250.

2020: Fathom Minerals issued a total of 1,875,000 Fathom Minerals Shares on conversion of debentures valued at $75,000 and issued 2,776,829 Fathom Mineral Shares for services valued at $166,611.

On January 22, 2021, the Corporation acquired the Albert Lake Property through the purchase of all the issued and outstanding shares of Fathom Minerals pursuant to a share exchange agreement dated January 6, 2021 between the Corporation and Fathom Minerals (the "**Purchase Agreement**").

Under the terms of the Purchase Agreement, the Corporation issued 49,980,149 Common Shares (the "**Consideration Shares**") to the shareholders of Fathom Minerals (the "**FM Shareholders**") in exchange for all of the issued and outstanding Fathom Minerals Shares. The FM Shareholders agreed to the following restrictions on resale for the Consideration Shares: (i) 10% of the Consideration Shares will be released on the date of the issuance of a final receipt for a prospectus, (ii) 23% of the Consideration Shares will be released 90 days after the Listing Date, (iii) an additional 23% of the Consideration Shares will be released 180 days after the Listing Date, (iv) an additional 22% of the Consideration Shares will be released 270 days after the Listing Date; and (v) the final 22% of the Consideration Shares will be released 365 days after the Listing Date. Immediately following the completion of the Fathom Minerals acquisition, the Corporation had 103,160,298 shares outstanding

<u>Private Placement Financing</u>

In three separate closings, the Corporation issued a total of 14,700,000 Common Shares at a price of $0.05 per share which occurred between January 27 and February 11, 2021, the Corporation issued a total of 14,700,000 Common Shares (collectively, the "**Private Placement**") at a price of $0.05 per share for total proceeds of $735,000. Upon completion of the Private Placement, the Corporation had 117,860,298 Common Shares issued and outstanding.

<u>Offering</u>

On March 15, 2021, the Corporation completed the Offering consisting of a total of 12,486,323 NFT Special Warrants sold at a price of $0.70 per NFT Special Warrant and 3,129,317 FT Special Warrants sold at a price of $0.77 per FT Special Warrant. The Corporation also issued 230,678 NFT Units as a corporate finance fee (the "**Corporate Finance Fee**") under the terms of the Offering.

Each NFT Special Warrant entitles the holder to receive, without additional payment, one Unit of the Corporation. Each Unit consists of one Common Share and one-half of a Warrant. Each whole Warrant entitles the holder to acquire one Common Share at an exercise price of $1.00 for a period of 24 months from issuance. An NFT Special Warrant automatically converts into one Unit at the Deemed Exercise Time.

Each FT Special Warrant entitles the holder to receive, without additional payment, one FT Share. A FT Special Warrant automatically converts into one FT Share at the Deemed Exercise Time.

<u>Common Share Consolidation</u>

On February 12, 2021, the Corporation consolidated its shares on a four-for-one (4:1) basis, resulting in 29,465,075 Common Shares outstanding.

The capital raised from the Private Placement and the Offering is being used for the exploration programs on the Albert Lake property, ancillary expenditures associated with the Albert Lake Property, costs related to the Corporation obtaining reporting issuer status and general working capital.

Trends and Competitive Conditions

As a junior mining exploration company, the Corporation is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies. There is significant competition for the acquisition of promising mineral properties, as well as for hiring qualified personnel. The Corporation's competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

The Corporation's financial performance is dependent upon many external factors. The present and future activities of the Corporation may be influenced to some degree by factors such as the availability of capital, governmental regulations, including environmental regulation, territorial claims and security on mining sites. Circumstances and events beyond its control could materially affect the financial performance of the Corporation. Apart from this risk and other factors noted under the heading "*Risk Factors*", the Corporation is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Corporation's business, financial conditions or result of operations

ALBERT LAKE PROPERTY

The following represents information summarized from the Technical Report on the Albert Lake Property dated effective May 7, 2021, prepared for the Corporation by Stephen Kenwood, P.Geo. and Alanna Ramsay, P. Geo, each of who is a "qualified person", as defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (previously defined as "**NI 43-101**"), prepared in accordance with the requirements of NI 43-101. Stephen Kenwood, P. Geo. and Alanna Ramsay, P. Geo. were commissioned by Fathom Nickel to complete a technical report for Albert Lake reporting on the exploration results over the entire property and recommend a two-phase exploration program to follow up on promising targets.

Note that not all of the figures and tables from the Technical Report are reproduced in and form part of this Prospectus. The remaining figures are contained in the Technical Report which is expected to be made available under the Corporation's profile on the SEDAR website at www.sedar.com.

Property Description and Location

The Albert Lake property (the "**Project**" or "**Property**") is located in Northern Saskatchewan and centered at 104° 49' 33'' longitude west and 56° 20' 39'' latitude north, approximately 500km northeast of Saskatoon and 135km north-northeast of La Ronge, (Figure 4-1 and Figure 4-2). La Ronge is a full-service centre for exploration in the region and offers daily flights to and from Saskatoon. The nearest community to the Property is the hamlet of Missinipe, located 83km to the south. The Albert Lake Project comprises twenty-seven mineral claims covering an aggregate area of 90,127 ha. Historically, winter road access has been available to the project and the historic Rottenstone Mine, a past producer of nickel-copper-platinum group elements and the centre of the modern exploration project. Elevations average approximately 453m at the Rottenstone Lake level with up to 30m of elevation to the top of surrounding hills. A 14-person camp was constructed at the historic mine site in 2018 and remains in place. Exploration activities are currently supported by fixed wing and helicopter access, from Missinipe, and a staging area approximately 60 kilometers from the Albert Lake field camp.

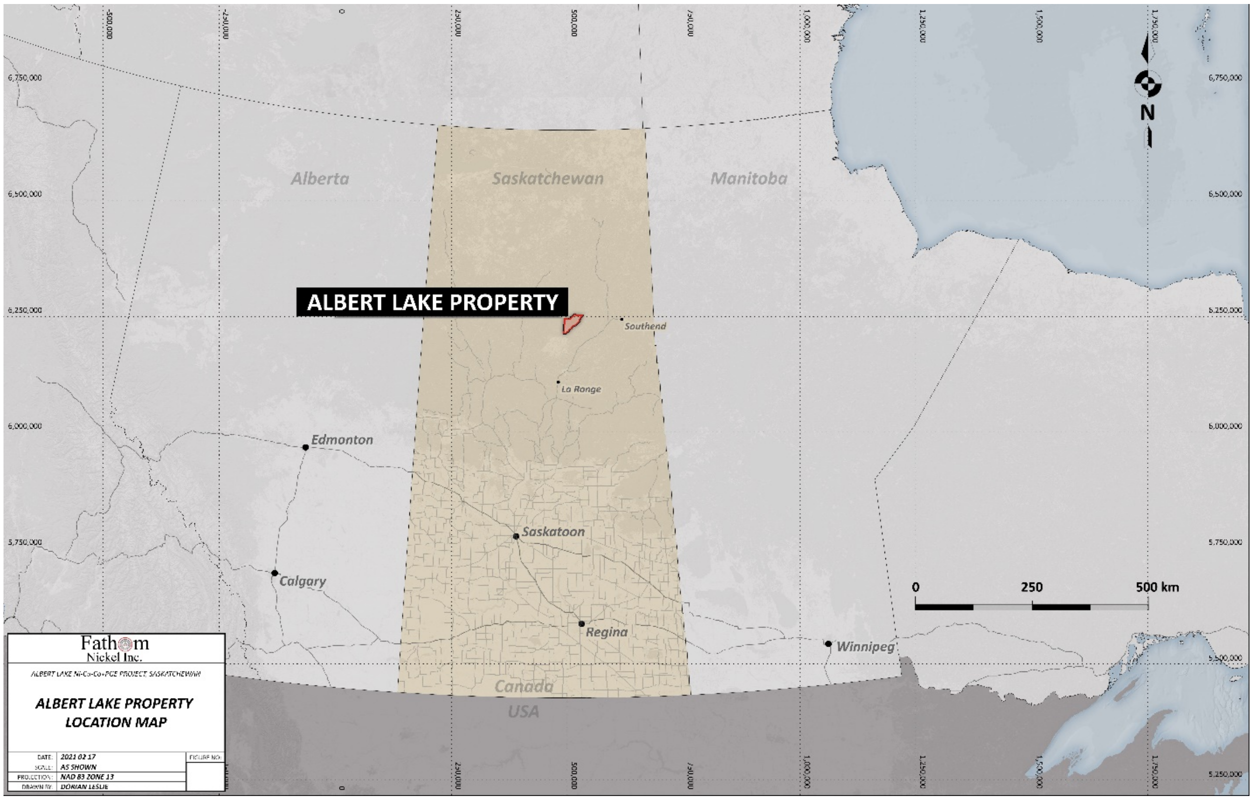


Figure 4-1 Albert Lake Property Location Map

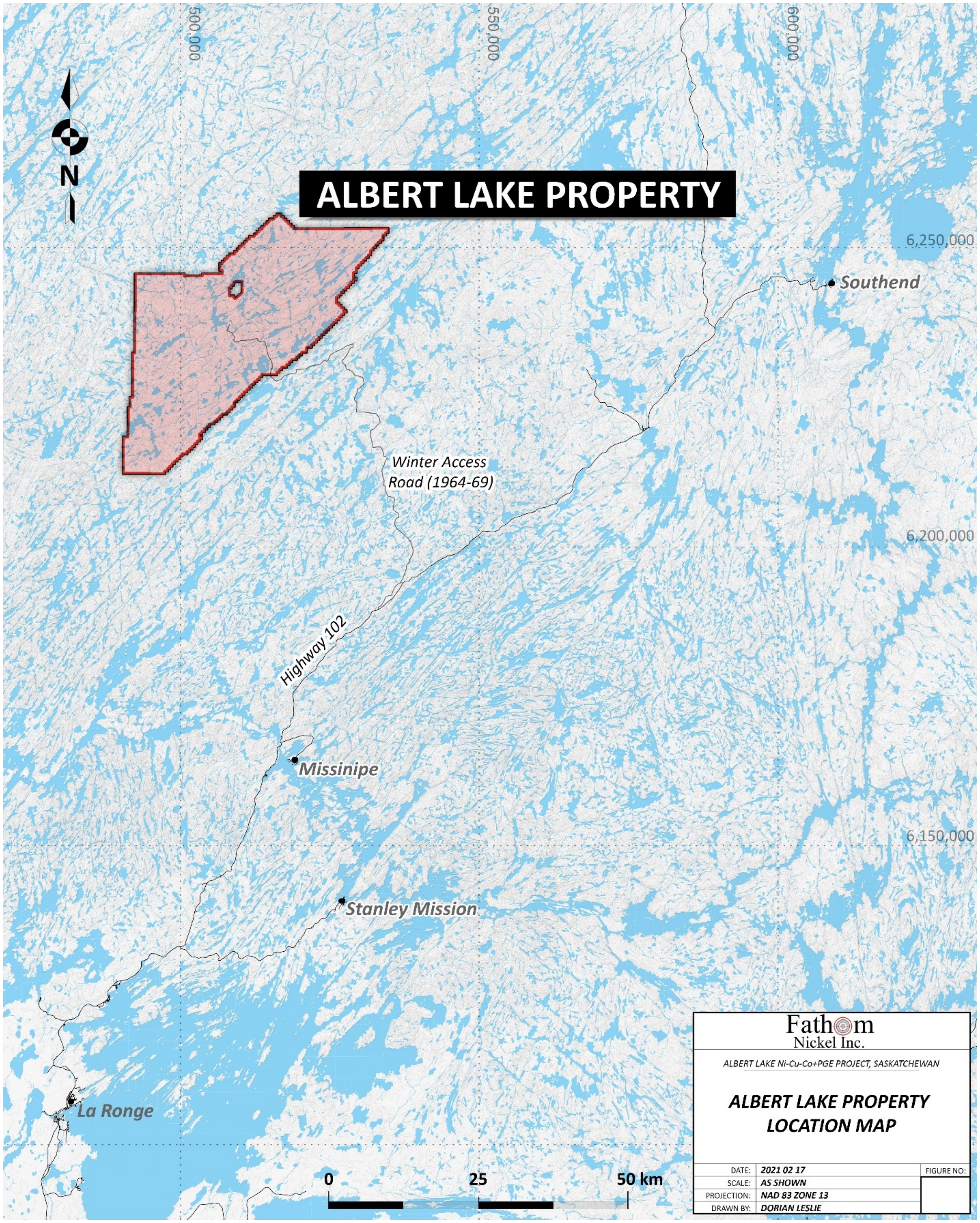


Figure 4-2 **Albert Lake** Property, Missinipe Location Map

Claim Status and Title

For clarity Fathom Minerals Ltd. is a wholly owned subsidiary of Fathom Nickel Inc. The Albert Lake property is held within Fathom Minerals, the operator. In May-June 2015, Fathom Minerals acquired mineral claims comprising the Albert Lake property from Uravan and Dorian Leslie. Subsequent to the acquisition, Fathom Minerals has staked additional mineral claims at the Albert Lake Project. At present the Albert Lake property consists of 27 mineral claims totaling 90,127 ha (Figure 4-3). The claims are all in good standing and 100% owned by Fathom Minerals, subject to two agreements, including:

1. A purchase and sale agreement dated April 29, 2015 between Fathom Minerals and Uravan which grants Uravan a 2% NSR royalty over an area of mutual interest. At Fathom Minerals' discretion, it can purchase 1% of the NSR royalty for a payment of $1,000,000 to Uravan.

2. A purchase and sale agreement dated June 8, 2015 between Fathom Minerals and Dorian Leslie which grants Mr. Leslie a 1% NSR on claims MC00002913 and MC00002965. At Fathom Minerals' discretion, it can purchase the NSR royalty in its entirety for a payment of $500,000 to Mr. Leslie.

Table 4-1 lists the Mineral Dispositions.

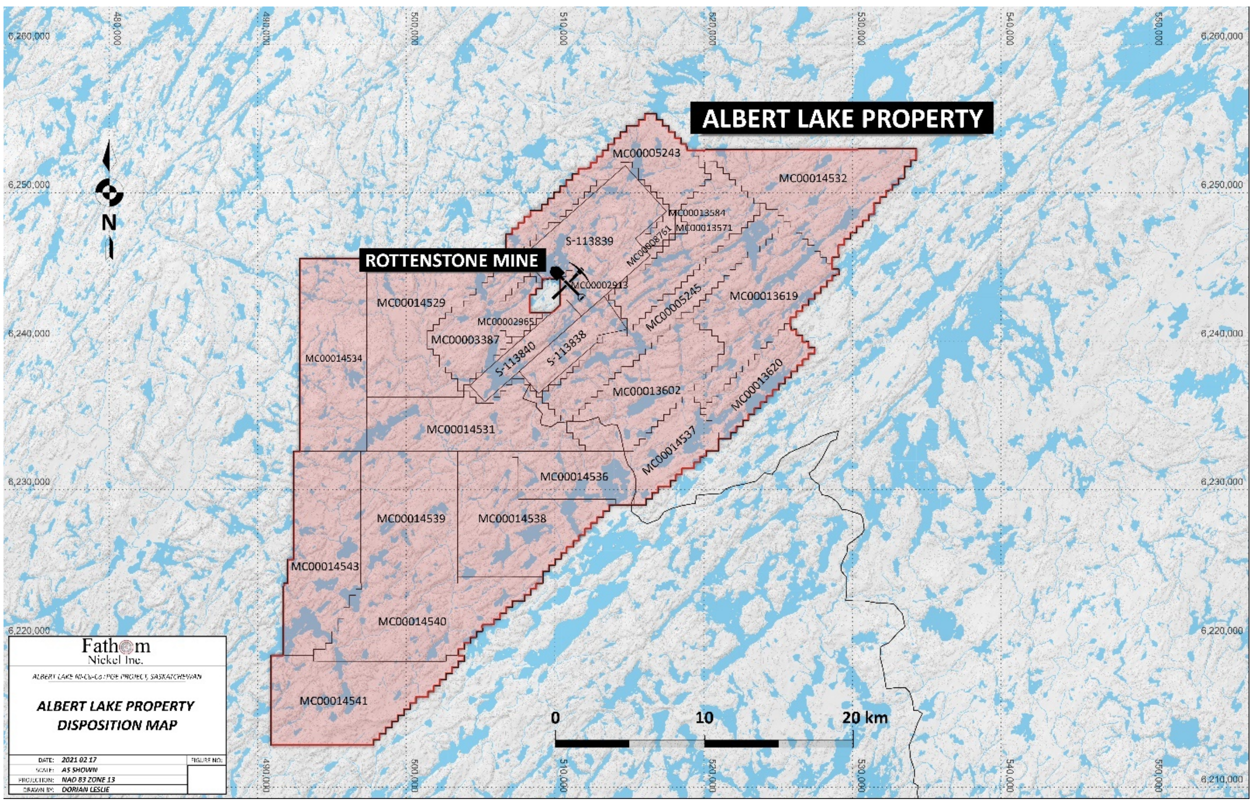


Figure 4-3 **Albert Lake Property Mineral Disposition Map**

Table 4-1 Fathom Nickel Inc. Mineral Dispositions

Mineral Disposition	Type	Total Area (ha)	Recording Date	Expiry Date
MC00002913	Mineral Claim	116.42	06/11/2014	04/02/2028
MC00002965	Mineral Claim	740.17	20/11/2014	18/02/2026
MC00003387	Mineral Claim	2677.94	20/04/2015	19/07/2021
MC00005243	Mineral Claim	3585.49	14/03/2017	12/06/2022
MC00005244	Mineral Claim	3607.67	14/03/2017	12/06/2022
MC00005245	Mineral Claim	3899.54	14/03/2017	12/06/2022
MC00008761	Mineral Claim	264.16	28/09/2017	27/12/2021
MC00013571	Mineral Claim	80.78	30/01/2020	30/04/2022
MC00013584	Mineral Claim	16.15	30/01/2020	30/04/2022
MC00013589	Mineral Claim	82.46	30/01/2020	30/04/2022
MC00013602	Mineral Claim	4503.74	30/01/2020	30/04/2022
MC00013619	Mineral Claim	5197.91	31/01/2020	01/05/2022
MC00013620	Mineral Claim	2201.05	31/01/2020	01/05/2022
MC00014529	Mineral Claim	5569.71	16/02/2021	17/05/2023
MC00014531	Mineral Claim	5013.44	16/02/2021	17/05/2023
MC00014532	Mineral Claim	5793.27	16/02/2021	17/05/2023
MC00014534	Mineral Claim	5824.26	16/02/2021	17/05/2023
MC00014536	Mineral Claim	2575.10	16/02/2021	17/05/2023
MC00014537	Mineral Claim	2299.25	16/02/2021	17/05/2023
MC00014538	Mineral Claim	5581.21	16/02/2021	17/05/2023
MC00014539	Mineral Claim	5810.39	16/02/2021	17/05/2023
MC00014540	Mineral Claim	5681.55	16/02/2021	17/05/2023
MC00014541	Mineral Claim	5676.14	16/02/2021	17/05/2023
MC00014543	Mineral Claim	5908.09	16/02/2021	17/05/2023
S-113838	Mineral Claim	1536.60	11/06/1998	08/09/2022
S-113839	Mineral Claim	4553.51	11/06/1998	08/09/2022
S-113840	Mineral Claim	1331.49	11/06/1998	08/09/2021
Totals: 27		**90127.49**		

Permits and Environmental Liabilities

Fathom Minerals applied for and was granted its most recent Exploration Permit December 17, 2019. The permit allowed Fathom Minerals to conduct exploration on the property through to December 31, 2020 on the dispositions of record December 17, 2019. Fathom Minerals staked additional land in January 2020 and these dispositions do not fall within the current Exploration Permit. Due to the COVID-19 pandemic the Ministry of Environment SK (MOE) approved a process allowing for exploration companies to apply for an extension to existing Exploration Permits. The application for extension was granted and subsequent to this an amendment has been applied for and granted January 20, 2021, to allow for diamond drilling as part of the exploration permit originally granted December 17, 2019. Fathom Minerals did not conduct exploration on the property in 2020. Previously, Fathom Minerals applied for and was granted Exploration Permits for work conducted on the property in 2016 and 2018. Of note, an all-season camp was constructed on the property in 2018. The camp is capable of housing up to 14 persons.

Fathom Minerals has had preliminary conversations regarding environmental remediation requirements with the Government of Saskatchewan. The liability for the abandoned Rottenstone Mine lies with the Government of Saskatchewan. When mining operations ceased, and the mining license expired for the Rottenstone Mine, the rights and liabilities returned to the Crown. The Crown re-opened the lands to mineral exploration staking with all pre-existing liabilities due to past mining activities removed and extinguished. Fathom Minerals owns the rights to these exploration claims. There are no expected environmental remediation impacts to the Corporation related to the abandoned Rottenstone Mine.

Other Factors and Risks

The Corporation is unaware of any other significant factors and risks that may affect access, title, or the right or ability to perform work on the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Year-round access to the property can be gained by way of float or ski equipped aircraft from float bases in La Ronge or Missinipe or via helicopter. A winter only access bush road / trail was constructed during the 1960's for the Rottenstone mining operation and has subsequently been used to transport diamond drills and associated equipment to the property from 2000-2008.

The Rottenstone Mine is located approximately 56km northwest of Highway 102; however, the length of the winter access road / trail is approximately 100km (Figure 4-2). The dormant Jolu Gold Mill is very near to the intersection of the winter road and highway 102. The abandoned Rottenstone Mine is located at Latitude 56°20'39" N and Longitude 104°49'33" W; or 510750E/6244600N, UTM NAD83 Zone 13. The property falls within NTS map sheets 74 A-7 (Rottenstone Lake).

Climate and Physiography

La Ronge and the project area experiences a subarctic climate with long, dry, very cold winters and short, warm, wetter summers. Precipitation is low, with an annual average of 484mm. The mean temperature is -0.5°C. Winter temperatures average -13°C for the daytime high and -24°C for the nighttime low. Spring and fall daytime highs average 6.8°C and 5.6°C with nighttime low -6.6°C and -3.6°C respectively. Summer temperatures average a high of 21.6°C and low of 9.5°C. Break-up or ice-free lakes occur from late April to May and freeze-up typically occurs from late October into early December. During break-up and freeze-up the use of fixed wing aircraft is hindered leaving access to the property by helicopter only during this period.

The property is typical of the Canadian Shield and boreal forest. Recent forest fires have exposed outcrop ridges and overall, outcrop exposure is moderate to good with local areas having up to 60% exposure. Topography is considered moderate to locally rugged, with numerous lakes, ponds, swamps and muskeg occupying areas of low relief. Gently rolling spruce and pine covered hills is the dominant physiographic feature of the property; however locally, 75m high cliffs and ridges are present. Rottenstone Lake is at approximately 453m above sea level.

Local Resources and Infrastructure

The closest community is La Ronge with a population of about 2,700 and an area population of approximately 6,000. Several mining companies, government agencies, and airlines now keep offices in La Ronge, and the local Chamber of Commerce has other retail and service businesses amongst its members. Essential supplies, resources, food and lodging are necessary for the project, and all necessities can be found in La Ronge which is the nearest city.

La Ronge is connected to southern Saskatchewan by Highway 2, which continues north as Highway 102. The community of La Ronge is served by the La Ronge (Barber Field) airport and the La Ronge water Aerodrome.

Exploration History

The origin of the term Rottenstone comes from the “hill of rotten stone” used by local first nation peoples to describe a 10m high outcrop of rubbly, gossanous rock occurring along the east shore of what is now Rottenstone Lake. In 1928 first nation peoples brought this outcrop to the attention of the Hall brother’s, two prospectors familiar with the area who recognized the nickel – copper plus precious metals contained within the outcrop and subsequently called the showing, the Hall Showing. In 1929 the Hall brothers optioned the Hall Showing to Consolidated Mining and Smelting Co. of Canada; current day Teck Resources Limited, thus initiating an exploration history that is ongoing ninety years later.

The exploration history has been drawn from The Saskatchewan Mineral Assessment Database (SMAD), The Saskatchewan Mineral Deposit Index (SMID) and Assessment Reports that Fathom Minerals acquired along with the property acquisition. All information is in the public domain.

The following is a history of the exploration conducted by various operators in the Rottenstone Lake area:

1928 – Rottenstone was discovered by First nation’s people introduce the “hill of rotten stone” to G. & R. Hall. The Hall brother’s stake the Ni-Cu + precious metal showing; described as a mineralized knoll approximately 49m x 40m x 9m high and named it the Hall Showing.

1929 – The Hall brothers optioned the property to Consolidated Mining and Smelting Co. of Canada Ltd., who drilled nineteen drillholes in the Hall Showing area. Four holes intersected the Hall Showing, results of which were used to estimate a mineral resource of approximately 36,300t at 1.81% Ni and 1.01% Cu. Drilling indicated a flat lying lens approximately 55m long, 36m wide, and 9m thick (SMAD 74A07-0005). The deposit was called the Hall deposit but was not considered economic due to its isolation and the option was dropped the same year. The reliability of the historical data and resource estimate presented here cannot be confirmed by the authors, nor can the assumptions, parameters and methods used to prepare the estimates. The estimate is not considered NI 43-101 compliant by the definition of a “mineral resource” and further work is required to verify the historical estimate as a current mineral resource. Furthermore, records suggest (Saskatchewan Mineral Deposit Index #0958) that some of this historical resource has been exploited making a delineation of this mineral resource impossible. Fathom Nickel is not treating the historical estimate as a current mineral resource.

1928-1929 – Manitoba Basin Mining Co. Ltd. did some trenching and stripping on the Tremblay-Olson Showing, a similar Ni-Cu occurrence located 2.4km southwest of the Hall Showing.

1946 – J.B. Mawdsley on behalf of the Canadian Department of Mines and Resources mapped an area of 52km2, covering the Hall and Tremblay-Olson Showings. Ore microscopy was performed on both showings. Mawdsley reported 45,000t of 1% copper and 2% nickel and 5.5 g/t (combined platinum, palladium and rhodium) to be contained at the Hall Showing; based on previous drilling results (Mawdsley, 1946). The reliability of the historical data and resource estimate presented here cannot be confirmed by the authors, nor can the assumptions, parameters and methods used to prepare the estimates. The estimate is not considered NI 43-101 compliant by the definition of a “mineral resource” and further work is required to verify the historical estimate as a current mineral resource. Furthermore, records suggest (Saskatchewan Mineral Deposit Index #0958) that some of this historical resource has been exploited making a delineation of this mineral resource impossible. Fathom Nickel is not treating the historical estimate as a current mineral resource.

1948 – The mineral claims covering the Hall deposit lapsed.

At about this time period, construction of a bush road that evolved into Highway 102 passing within 55km of the Hall deposit, increased interest in the area leading to resurgence in exploration.

1950 – V.J. Studer staked claims covering the Hall deposit.

1951 – Cape Copper Mines Ltd. acquired the Hall deposit property.

1952–1953 – Cape Copper Mines Ltd. completed fourteen drillholes (228m) around the Hall deposit and performed ground magnetometer (MAG) surveys and geological mapping over the Hall deposit and Tremblay-Olson Showing. Assessment reports suggest core recovery was very poor and drilling was performed mainly to keep the mineral claims in good standing (SMAD 74A07-0004).

1954 – Trans-Dominion Mining and Oils Corporation acquired the property covering the Hall deposit and Tremblay-Olson Showing. Nineteen drillholes (772m) were drilled in the Hall deposit area, and an airborne MAG survey covering 161km2 in the vicinity of the Hall deposit and Tremblay-Olson Showing was flown. Two drillholes intersected the Hall deposit and were assayed, four other drillholes were drilled in the Hall deposit area; two noted the presence of Ni mineralization but were not assayed (SMAD 74A07-0001).

1955 – INCO flew a high frequency airborne electromagnetic (EM) survey over the Rottenstone Lake area as part of a larger airborne survey (Indian Lake).

1957 – Sico Mining Corporation obtained a mineral lease covering much of the Rottenstone Lake area.

1957-1961 – PreCam Exploration & Development Corporation; an affiliate of Sico Mining Corporation, performed ground MAG, EM, and gravity surveys over the Hall deposit and Tremblay-Olson Showing. A prominent MAG anomaly, and weak gravity signature was defined associated with the mineralized Hall deposit (Rottenstone outcrop to be discussed in greater detail within this report). Six drillholes intersected the Hall deposit and nine additional drillholes were drilled in the Tremblay-Olson Showing area. In all, there were fifteen drillholes; 886m of drilling. Mineralized pyroxenite, 2.1m long, with copper and nickel values (no record of assay) at a depth of 60.96m was reported within a drillhole (60-11) northeast of the Tremblay-Olson Showing and on trend with the Hall deposit. This intercept and immediate surrounds are referred to as the NIC 5 Showing (SMAD 7407-0007, 0017).

1960 – W. T. Knox staked the Tremblay-Olson Showing for Milldale Minerals Ltd. as the Stone 1 – 4 claims.

1961 – Milldale Minerals Ltd. drilled two drillholes (146.9m) near the Tremblay-Olson Showing, no significant results reported (SMAD 74A07-0003).

1962 – B.R. Richards re-staked the Hall deposit area and drilled two drillholes (21m) into the Hall deposit and assayed two representative samples of the Ni-Cu + PGE(Au) mineralization (SMAD 74A07-0008).

1966 – Richards, Robinson (1966) reported that Mawdsley (1946) conservatively estimated that the Hall Showing contained some 50,000t of 2% nickel and 1% copper and combined platinum, palladium and rhodium values of about 0.20 ounces per ton (6.22 g/t). The reliability of the historical data and resource estimate presented here cannot be confirmed by the authors, nor can the assumptions, parameters and methods used to prepare the estimates. The estimate is not considered NI 43-101 compliant by the definition of a "mineral resource" and further work is required to verify the historical estimate as a current mineral resource. Furthermore, records suggest (Saskatchewan Mineral Deposit Index #0958) that some of this historical resource has been exploited making a delineation of this mineral resource impossible. Fathom Nickel is not treating the historical estimate as a current mineral resource.

1964-1969 –Rottenstone Mining Ltd. was formed; the name, Hall deposit was changed to the Rottenstone deposit and mining commenced (Figure 6-1) 1965. In all, 26,058t grading 3.23% Ni, 1.63% Cu, 9.63 g/t Pt+Pd+Au was recovered in an open pit mine (SMID #:0958). Unfortunately, there is very little data available within the Saskatchewan assessment files that document the Rottenstone Mine production and any direct drilling and mapping of the Rottenstone deposit.

Figure 6-1 The Rottenstone Outcrop and Mill; circa 1965 looking north (pre-mining)

1967-1968 – Sherritt Gordon Mines Ltd. flew an airborne EM survey that covered the Rottenstone Lake area.

1968 – Rottenstone Mining Limited completed one drillhole at the Tremblay-Olson Showing below a historic trench; 1.73m of ultra-basic rock was reported and sampled; but there is no record of the assay (SMAD 74A07-0018).

1970 – Rottenstone Mining Limited performed ground MAG survey over the NIC 1-7 claims, covering the NIC 5 Showing. MAG anomalies were reported northeast of the Tremblay-Olson Showing (SMAD 74A07-0016).

1971-1973 – Canadian Occidental Petroleum Ltd. flew airborne EM, MAG surveys and did geological mapping covering the Rottenstone Lake area. Four drillholes (457m) tested EM conductors well removed from the Rottenstone Mine (SMAD 74A07-0025).

1974-1976 – Saskatchewan Department of Mineral Resources and Department of Energy Mines and Resources Canada, performed regional lake sediment surveys, regional prospecting and airborne gamma-ray spectrometry surveys, parts of which covered the Rottenstone Lake area. A Ni-Cu anomaly was detected in a lake 2.4km northwest of the Rottenstone Mine (Friske, 1985).

1982 – C.F. Gilboy, Saskatchewan Geological Survey mapped the Rottenstone deposit area and Rottenstone Lake area (Geology of an Area around Rottenstone and Dobbin Lakes) at a scale 1: 100,000 (Gilboy, 1982).

1983 – Claude Resources Inc. staked ground to cover favourable geology surrounding the Rottenstone Mine.

1983-1988 – L. Hulbert, C. Dunn; Geological Survey of Canada performed a geological overview and a biogeochemical baseline study respectively at the Rottenstone Mine area (Coker et al., 1990, Hulbert, 1985).

1984-1986 – D. Partridge staked the Tremblay-Olson Showing, prospected and did reconnaissance VLF surveys in the area. Within the historic trench narrow zones of pyroxenite with significant sulphides was recognized and four grab/chip samples taken from within the trench assayed up to 3.1% Ni, 0.907% Cu, 1050 ppb Pd and 460 ppb Pt (SMID #:0959), (SMAD 74A07-0027).

1985 – Claude Resources Ltd. acquired the mineral lease covering the Rottenstone Mine (the Albert Lake property) from Rottenstone Mining Ltd.

1987-1988 – Claude Resources Inc. did geological compilation and performed ground VLF-EM and MAG surveys over the Rottenstone Mine area (SMAD 74A07-0031, 0035).

1986 – American Platinum Inc. and Fleck Resources optioned the Tremblay-Olson property. Ground VLF-EM and MAG surveys, mapping, prospecting and trenching, rock and soil sampling was performed. B-horizon soil geochemistry results revealed significant anomalies associated with the Tremblay-Olson and NIC 5 Showing areas (SMAD 74A07-0028).

1987 – Placer Dome Inc. optioned the Tremblay-Olson property drilled eight drillholes (693m) to test anomalous soil sample values and geophysical anomalies slightly northeast of the Tremblay-Olson Showing (NIC 5 Showing area). In drillhole 87-8, elevated Ni, Cu (up to 630 ppm Ni, 1320 ppm Cu) was reported occurring over 26.9m. Up to 115 ppb Pd and up to 90 ppb Pt occurs associated with elevated Ni and Cu over 21.1m in drillhole 87-5 (SMAD 74A07-0030). Placer Dome Inc. dropped their option and the property remains under the ownership of American Platinum Inc.; recognized as a dormant company, however the property has sufficient assessment credits through to 2021.

1990-1992 – INCO optioned the Albert Lake property (formerly Rottenstone Lake property) from Claude Resources Inc. Approximately 50-line km of grid mapping at 100 to 200m line spacing produced a 1:2,500 scale map. Prospecting included the collection of 116 samples assayed for Au, Pd, Pt Cu and Ni along with 22 additional elements as part of a multi-element ICP package. INCO discovered the Island Showing (up to 4.36% Cu, 1218 ppm Ni, 106 ppm Co, 285 ppb Pd, 60 ppb Pt) occurring in pyroxenite 600m north-northwest of the Rottenstone Mine. Prospecting in an area approximately 3km north-northeast of the Rottenstone Mine returned several samples of elevated Cr, and Ni (up to 3114 ppm Cr, 991 ppm Ni). A ground UTEM survey in the Rottenstone Mine area revealed seven conductors of varying strike length, conductivity, and depth below surface. The lack of significant strike length and conductance discouraged INCO from drill testing these conductors (SMAD 74A07-0033, 0034).

1997 – Claude Resources Inc. performed prospecting, channel sampling, soil and till sampling in immediate surrounds of the Rottenstone Mine area. Anomalous Au (gold grains) and Pd, and Pt was encountered in heavy metal concentrate, up-ice and northeast of the Rottenstone Mine suggestive of a bedrock source in this direction (SMAD 74A07-0036).

1998-2003 – Uravan Minerals Inc. (Uravan) performed extensive exploration at the Albert Lake property (formerly Rottenstone Lake property) and is summarized as follows (Fraser, 2000), (Fraser, 2002), (Lahusen, 2003):

- 1998 - staked ground totaling > 35,000 ha covering the Rottenstone Mine area and an ultramafic showing occurring at Friesen Lake 75km to the south.
- 1998 - Goldak Exploration Technology Limited performed a fixed wing MAG/VLF-EM survey over an approximate area of 518km2 (74 x 7km) amounting to 2,776-line kilometers of recorded data. Quantec Geoscience Ltd. supervised and provided detailed interpretive maps. Survey results revealed geophysical anomalies; notably MAG highs, EM conductive trends, and a regional structural picture of the property area.
- 1999 - Landsat air photo imagery was provided by Kokanee Information Services Ltd., and structural interpretation on the Landsat images was performed. Airborne geophysical survey results were meshed and properly registered to Landsat images. Regional structural dynamics; notably faults and folds observed.

- 1999 - heliborne biogeochemical survey was completed under the supervision of Dr. Colin Dunn, a world-renowned biogeochemical specialist. The tops of black spruce trees were sampled within a 130km^2 area inclusive of the Rottenstone Mine. A GPS controlled grid consisting of 500m spaced sample lines with points every 500m along the sample lines was designed and utilized as control. In areas of key interest; notably the Rottenstone Mine and other known ultramafic-PGE occurrences, additional samples were collected at a 250 x 250m grid. A total of 887 black spruce treetops and 72 bark samples (collected on surface) were collected and analyzed for 60 elements including Ni, Pd, Pt, and Te by ICP-MS.

At the time results of the biogeochemical survey were unique in that no similar program for detecting PGE's in tree tissue had ever been undertaken.

- 1999 - Quantec Geoscience Ltd. performed ground MAG (45-line km) and in-loop transient electromagnetic (TEM) surveys (39-line km) in the Rottenstone Mine area. The surveys were designed to provide follow-up detail to the airborne survey flown in 1998. Several flat lying and steeply dipping conductors were defined coincident with MAG features.

- 1999 - nine BQ drillholes (1273m) tested the Rottenstone Mine area and other geophysical targets (see Figure 6-2 for locations). All holes intersected ultramafic rock. Four drillholes intersected the continuation of the ultramafic intrusive 40.0m south of the Rottenstone Mine (RL99001, 002, 008, and RL99009; (see Tables 6-1). Of note, all these drillholes were collared on the Rottenstone Mine tailings now occupying an area that was Rottenstone Lake prior to the mining operation. Drillhole RL99005 1.8km east-northeast of the Rottenstone Mine intersected up to 9m of ultramafic (only 4m sampled/assayed) coincident with a strong MAG/TEM anomaly. Sampled drill core was assayed at ACME Labs – high sulphide samples for Cu, Zn, Ni, Co, and Cr by Aqua – Regia Digestion, followed by ICP-ES; and for Ag, Au, Pt and Pd by fire assay. Low sulphide – low economic potential samples were assayed by 30 element ICP + Geochem for Au, Pt, Pd by Ultra/ICP. Selected intervals for check assay were analyzed at Activation Labs. At Activation, full PGE analyses by NiS fire assay followed by INAA finish was performed on mineralized ultramafic samples, and S, Se, As, Sb was assayed by INAA, and checks for Ni, Cu, Zn, Co and Cr was done by Fire Assay. Six of the nine drillholes were surveyed by Borehole TEM. Several in-hole and off-hole responses were detected of varying intensity and remain untested by further drilling.

- 2000 - Quantec Geoscience Ltd. performed follow up MAG/TEM surveys resulting in additional MAG (90.5-line km) and TEM (78-line km) performed on, and in addition to, the grid established in 1999. As in the 1999 survey coincident MAG / TEM anomalies were confirmed and new features established in areas previously not surveyed. The combined 1999-2000 MAG/TEM ground geophysical surveys covered an area roughly 4 x 3km; that is, 3km north-northeast of the Rottenstone Mine, approximately 1km south-southwest of the mine site and 1.5km west and east of the mine site.

- 2000 - fourteen BQ drillholes (2845m) tested the Rottenstone Mine area and other geophysical targets. One drillhole RL00017 intersected unconsolidated Rottenstone-type ultramafic and mineralization over a narrow width 80m south of the Rottenstone Mine. Drillholes RL00010 and RL00012 intersected thin highly anomalous ultramafic sills associated with the Rottenstone deposit. Strong and deep TEM response occurring 700m south of the Rottenstone Mine tested by drilling (RL00019, and RL00020) proved to be the result of sulphidic iron formation; however, with some associated ultramafic rock highly anomalous in Ni. All sampled drill core was analyzed at Activation Labs – Fire Assay for Ni, Cu, Pb, Mo, S, Zn, Ag, Cd, and Mn. A geochem assay for Au, Pt, and Pd and Cr, Co, and Se assays were obtained by (INAA). Borehole TEM surveys performed on eight of the fourteen drillholes had mixed results and at the time the results were not fully understood.

- From the 1999-2000 - Drill programs, 56 samples of drill core were presented to Kishar Research Inc. for thin section and polished section preparation for the purpose of petrographic analyses. Lithologies, alteration and deposit character parameters were established.

- 1999-2003 - Physical property evaluation by Quantec Geoscience Ltd. of Rottenstone-type ores, and country rocks. Results discriminated responses between net-textured and massive type mineralization. It is believed that the net-textured component of the Rottenstone deposit far exceeded that of the massive component. As per the study, net-textured ore would yield a very poor to negligible conductive EM response; but, EM-type surveys would be a good tool for detecting the massive component of a Rottenstone-type ore body. Furthermore, the physical property evaluation suggested that very good chargeability and resistivity responses can be expected from net-textured material, and the ultramafic host rock, and hence IP surveys may be a useful tool in detecting net-texture dominant Rottenstone-type deposits.

- 2001 - BHP Billiton World Exploration Inc. entered into an option agreement with Uravan.

- 2001 - Quantec Geoscience Ltd. performed reconnaissance TEM surveys over select, large airborne MAG anomalies and features away from Rottenstone Mine (14-line km in total).

- 2001 - Quantec Geoscience Ltd. performed a gravity survey at a multiple MAG/TEM anomaly area at north end Rottenstone Lake (3.35-line km).

- 2001 - BHP supervised a reconnaissance B-horizon soil geochemical surveys along the same grid lines used for TEM survey covering several widely spaced airborne MAG anomalies. In total 550 B-horizon soil samples were collected and analyzed at ALS Chemex. Precious metals Au, Pt, Pd were detected for by fire assay with an ICP-MS finish and in addition multi-element geochemistry (32 elements) was also performed on each sample by aqua regia digestion with ICP-AES. Results of this survey were encouraging and highlighted several Ni-Cu+PGE type anomalies immediately north of the Rottenstone Mine and in an area at the north end of Rottenstone Lake and further to the north adjacent to significant MAG/TEM features. A B-horizon soil sample returned 411 ppb Pt and 23 ppb Pd near to a large MAG feature occurring 5.5km northeast of Rottenstone Mine.

- 2002 - Quadra Surveys performed gravity surveys within the Rottenstone Mine area, an extension to 2001 survey at MAG/TEM anomalous area, north end of Rottenstone Lake and a third area well to the north over prominent MAG/soil geochem feature (41-line km in total). Results suggest significant density contrast features occurring immediately west of the Rottenstone Mine measuring 1400 x 300m, and at the north end of Rottenstone Lake coincident with previously defined soil geochem anomalies, numerous INCO grab samples anomalous in Cr and Ni, and strong MAG/TEM anomalies defined in 2000 ground survey. A third anomaly occurs coincident with 411 ppb Pt soil anomaly discussed above.

- 2002 - Patterson Mining Geophysics performed horizontal loop (HLEM) surveys (35-line km) at north end Rottenstone Lake and anomalous features (gravity, 411 ppb Pt soil) occurring further to the north.

- 2002 - Five BQ drillholes (1004.4m) tested the gravity anomaly within the Rottenstone Mine area, coincident anomalies north end of Rottenstone Lake and gravity feature at northern part of property. All sampled drill core was sent to Chemex Labs for analyses. A BHP Billiton proprietary procedure Pt, Pd + Au (FA ICPMS trace) and multi element (32 element ICP-AES) was utilized. No significant results were encountered, and the gravity anomalies were not resolved by drilling.

- 2002 - channel sampling, and detailed mapping of the INCO Island Showing discovery returned (1882 ppm Ni, 842 ppm Cu, 122 ppm Co, 122 ppb Pt, and 106 ppb Pd / 2.4 m), and the discovery, detailed mapping, channel sampling of the Pyroxenite Island Showing returned (378 ppm Ni, 27 ppm Cu, 25 ppm Co, 13 ppb Pt, 13 ppb Pd/4m).

BHP Billiton dropped the option to earn agreement with Uravan the fall of 2002. Uravan continued with exploration, commencing the Fall – Winter 2002.

- 2002 - (November – December); Patterson Mining Geophysics performed induced polarization (IP) (9.2-line km) and infill gravity surveys (9.1-line km) in the Rottenstone Mine area. The IP and additional gravity surveys established detailed profiles for drill targeting within the Rottenstone Mine area and particularly focused on the gravity feature (1400 x 300 m) occurring immediately west of the Rottenstone Mine.

- 2003 - Twelve BQ drillholes (3021.3m) tested anomalies defined by IP and gravity surveys. Significant mineralized ultramafic intersections are present in drillholes RL03029, RL03030, RL03031, RL03032, RL03034 and RL03039. Of note, 1,087 samples were collected from the 2003 drill programs; but only 93 samples were sent to Activation Labs for analyses. A combination of INAA for Cr, Se, Co, Fire Assay for Cu, Ni, Co and Fire Assay ICP-OES for Au, Pt, Pd and INFRARED analyses for S% was used.

2003-2005 – K. MacLachlan, as part of Saskatchewan Geological Survey initiative performed bedrock geology mapping within the Rottenstone Domain. Several maps at varying scales (1:5,000 – 1:50,000) and reports detailing an area including the Rottenstone Mine and part of the current Fathom Nickel Inc. Albert Lake property were released.

- 2007 – Mantis Minerals Corporation (Mantis) entered into an option agreement with Uravan.

- 2008 – Geotech Ltd. flew a heliborne VTEM/MAG survey (1444-line km) and follow-up ground HLEM-MAG surveys (5.5- and 3.5-line km respectively) was performed by Patterson Mining Geophysics over some of the most prominent coincident VTEM/MAG features defined.

- Seven BQ drillholes (1176.5m) tested various anomalies as defined by VTEM/MAG survey. Drilling was interpreted to be a technical success in that VTEM conductors proved to be related to semi-massive and massive sulphide concentrations some of which are associated with ultramafic rock occurring within or proximal to. Drillhole MR08-05 intersected up to 6m of ultramafic rock at depth, and drillhole MR08-06 intersected 4.79m of ultramafic associated with sulphidic iron formation at a downhole depth of 13.63-18.42m. The ultramafic in drillhole MR08-05 is possibly associated with the gravity anomaly immediate west of the Rottenstone Mine discussed above, and the ultramafic intersection in MR08-06 occurs associated with a very strong VTEM/MAG anomaly 600m east-northeast of the Rottenstone Mine. Assaying of drill core was performed at ALS Minerals using a multi-acid digestion and ME-ICP61 multi element analyses.

- 2008 – Uravan retrieved seventy-six samples from the 1999 biogeochemical survey collected at the north end of Fathom Minerals property boundary; but not previously analyzed. These samples were sent to ACME Labs for multi-element analysis. In addition, As, Cr, P, Se and V – not part of assay package in 1999, were assayed for on a set of samples (107) from the Rottenstone Mine area. Dr. Colin Dunn, as with the 1999 biogeochemical survey, supervised and interpreted results of this exercise.

Mantis did not meet the obligations of the option agreement with Uravan and all data collected was obtained by Uravan.

Geological Setting and Mineralization

<u>Regional Geology</u>

The Albert Lake property lies within the Rottenstone Domain of the Proterozoic Trans-Hudson orogenic belt (Figure 7-1). The Trans-Hudson Orogen is considered a major orogenic belt that stretches from the United States through Canada and extends to Greenland and defines the boundary (interpreted zone of accretion) between the Hearne and Superior cratons (provinces). The Rottenstone Domain is described as a broad belt of early to late syntectonic, northeast trending arcuate tonalite to granite intrusive rocks with associated injection migmatites. Within the Rottenstone Domain, occurs the Wathaman batholith (1855±6 Ma); an early Proterozoic intrusive of significant proportion (up to 1200km in width) consisting of magnetite rich granite-granodiorite. The metamorphic grade of the Rottenstone domain is mid-upper amphibolite.

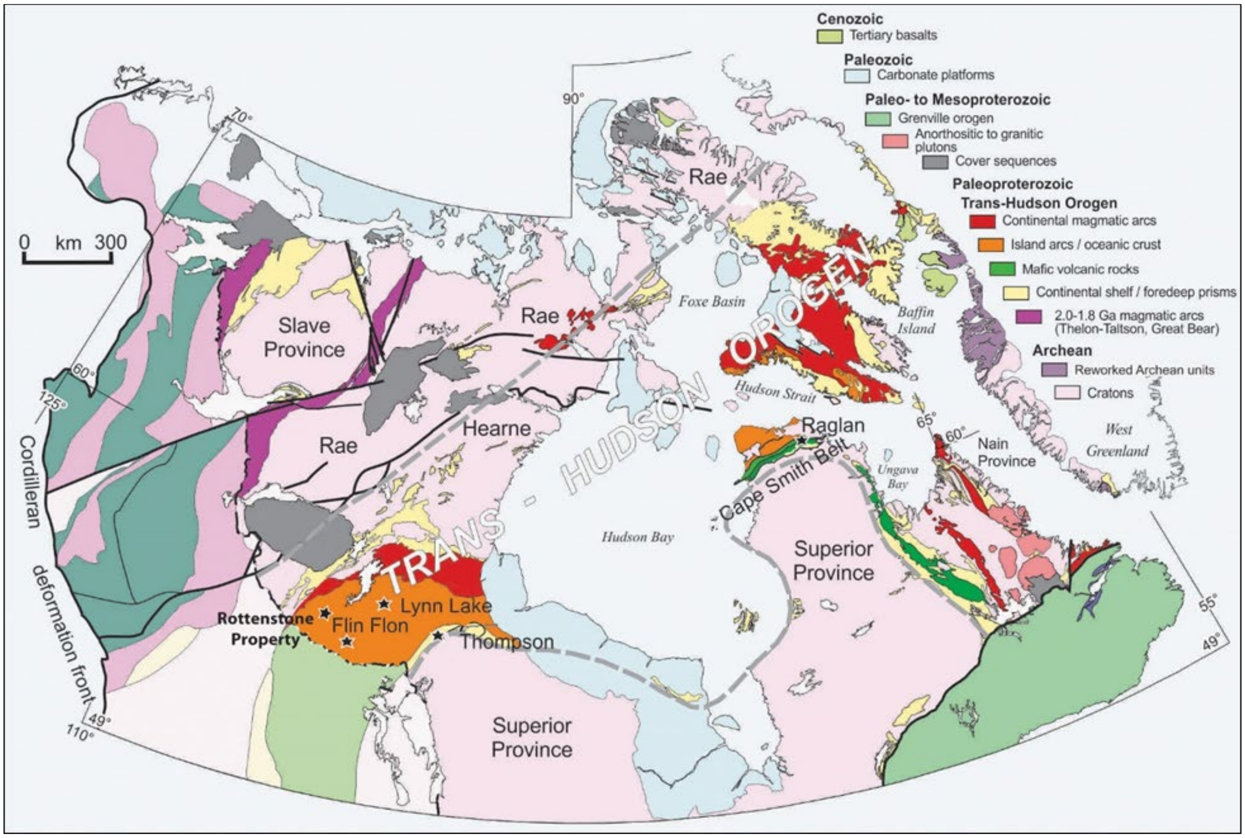


Figure 7-1 Map of Precambrian Geology of North America and Archean Cratons (Corrigan, 2007)

Property Geology

The Albert Lake property bedrock geology is dominated by northeast striking, northwest dipping meta-tonalite-trondhjemite-pelitic migmatite complex of Paleoproterozoic age. The local geology/stratigraphy as defined by available drill logs, property scale mapping and most recent 2003-2005 government of Saskatchewan mapping at the Albert Lake property, is complex. MacLachlan (2003, 2005) divided the central part of the current Albert Lake property area into two phase granitoids and supracrustal rocks. The granitoids are mapped as pre-strong foliation and post strong foliation. Pre-strong foliation granitoids comprise of granodiorite to monzogranite with minor diorite, tonalite and quartz monzonite. Post strong foliation granitoids consist of white to pink tonalite to monzogranite that contain abundant metasedimentary xenoliths and schlieren. The supracrustal rocks; the oldest rocks occurring on the Albert Lake property, include pelite, psammite, migmatitic psammitic to pelitic metasedimentary rocks, a variety of supracrustal rocks including layered calc-silicate, melanocratic biotite-hornblende-plagioclase rich metasedimentary/metavolcanic rocks, along with amphibolite (Figure 7-2).

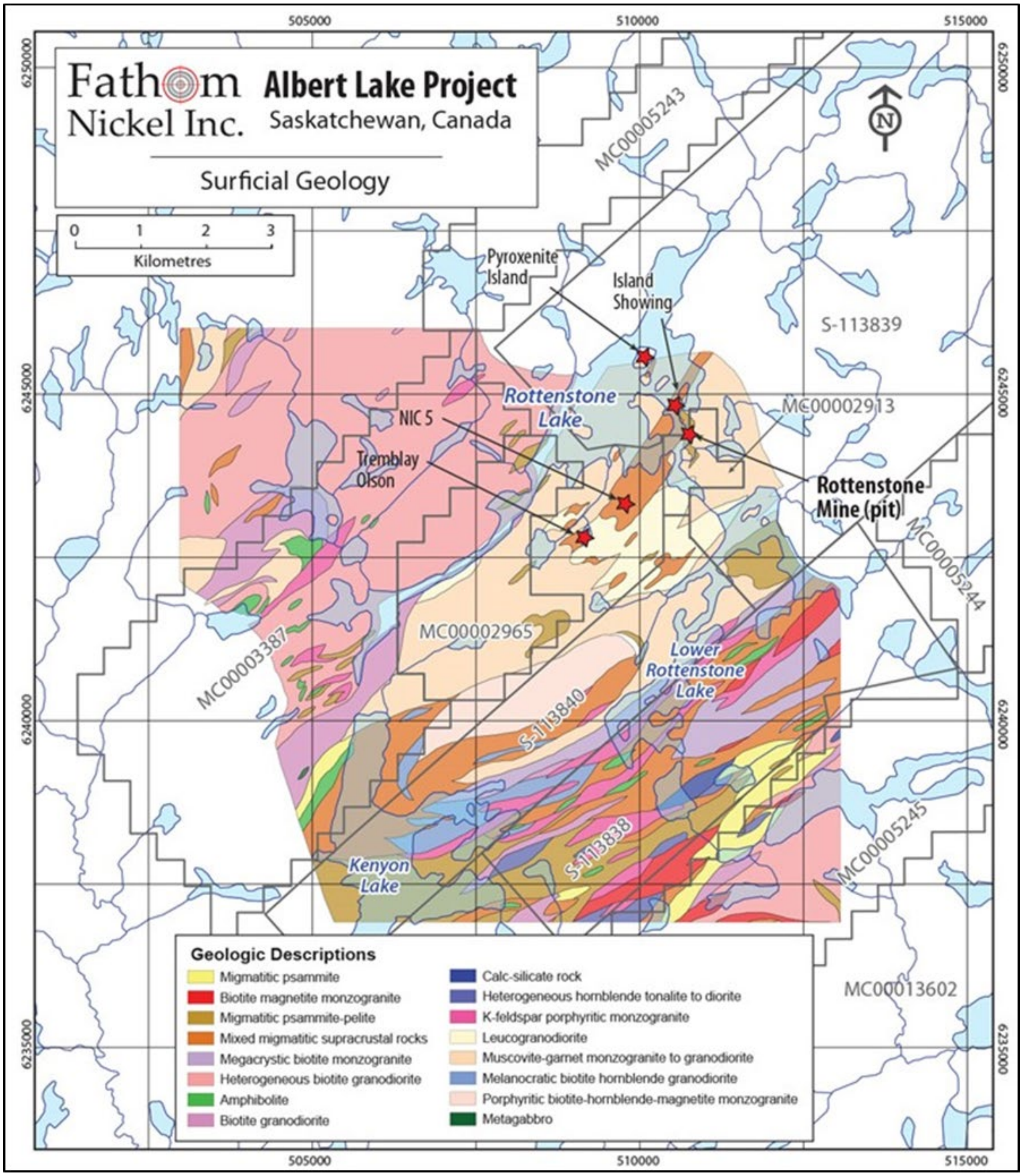


Figure 7-2 Albert Lake Property Geology Map (MacLachlan, 2005)

The ultramafic intrusions; host to the Rottenstone deposit, the Tremblay-Olson showing, and other known ultramafic occurrences occur within metasedimentary rocks (the supracrustal rocks). The Rottenstone deposit occurs within a harzburgite-orthopyroxenite sill-like body. The Tremblay-Olson Showing occurring 2.5km southwest of the Rottenstone deposit occurs within a pyroxenite.

Structurally, the history of the Rottenstone Domain and locally the Albert Lake property is complex, and the particulars of the structural events have been masked by the formation of the migmatite complex. MacLachlan (2003-2005) discusses various fold types with northeast-striking axial planes. Also, it is very obvious from Landsat images and from available regional geophysical data (MAG) the property area is cut by several northwest – southeast structural lineaments suggestive of deep-rooted multi-phase faults and shears. A very significant fault (Fraser Fault) striking northeast and dipping 15° to the northwest was recognized by drilling in the Rottenstone deposit area. The Rottenstone deposit sits in the immediate hanging wall of the fault. The Fraser Fault could be the conduit for the ultramafic host; or, possibly truncates the deposit suggesting there should be more Rottenstone-type mineralization in the footwall of the fault. The fault has been interpreted to be a reverse fault. Hence, the continuation of the Rottenstone deposit; if in the footwall, should be at depth.

Mineralization

Three styles of mineralization occur at the Albert Lake property. Style one; occurring within the host migmatite complex; consisting of metasedimentary supracrustal rocks, disseminated and stringer pyrrhotite occurs with minor pyrite and rare chalcopyrite, along with fine disseminated graphite.

The second type of mineralization recognized is formational semi-massive to massive pyrrhotite with lesser pyrite and chalcopyrite occurring within the metasedimentary assemblages. Locally, these formational sulphides can have significant strike length; up to and > 1.0km. These units have been interpreted to be sedimentary sulphidic iron formation and have been further interpreted to be an important source of sulphur to contaminate intruding ultramafic intrusions and trigger sulphide immiscibility within the magma.

The third style; the Rottenstone-style of mineralization, is the mineralization comprising the Rottenstone deposit. Mawdsley (1946) described the Hall Showing (Rottenstone deposit) to contain up to 50% sulphides in the form of pyrrhotite and lesser chalcopyrite. A whitish mineral (in reflected light) associated with the pyrrhotite/chalcopyrite was identified as violarite. Very rare tiny blebs of pentlandite were reported. Dr. Larry Hulbert (1988) concluded from examining mineralized samples around the abandoned Rottenstone open pit that approximately 50% of the ultramafic intrusion; which he refers to as a harzburgite-orthopyroxenite sill, consisted of sulphides. Most of the mineralization occurs in the form of dense net-textured sulphides consisting of pyrrhotite, pentlandite and chalcopyrite. Hulbert (1988) noted the net-texture mineralization was dominant in the harzburgites and disseminated sulphides were more dominant in the pyroxenites (orthopyroxenite and clinopyroxenites) and occasionally massive sulphides were found in both lithologies. Figure 7-3 illustrates net-textured and massive styles of Rottenstone mineralization; both samples were retrieved from ore dump at Rottenstone Mine site.

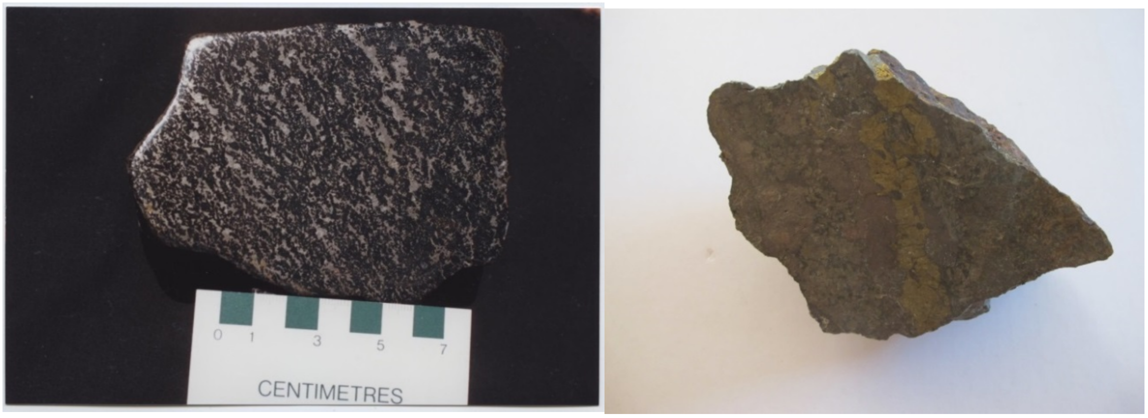


Figure 7-3 Rottenstone Net-texture or Matrix style mineralization (left); Rottenstone Massive style mineralization (right)

A composite sample (Hulbert, 1985) was obtained by traversing the perimeter of the Rottenstone pit and taking a small chip off any mineralized ultramafic material encountered (Hulbert, personal communication). The goal was to obtain a representative mineralized sample that would best reflect or replicate the reported average mining grade of Rottenstone-style mineralization. Included in the assay of the composite sample were assay results for the four other Platinum Group Elements (PGE's); notably, osmium, rhodium, iridium and ruthenium. The composite sample revealed the following values: 3.3% Ni, 2.4% Cu, 0.08% Co, 7400 ppb Pd, 2900 ppb Pt, 120 ppb Os, 190 ppb Rh, 110 ppb Ir, 75 ppb Ru, and 940 ppb Au. Richards and Robinson (1966) record that from September 5 to November 7, 1965, 4,990t of ore averaging 3.28% Ni, 1.83% Cu, and 3.92 ppm Pd, 4.79 ppm Pt, 1.03 ppm Au were milled at the Rottenstone Mine. The Ni, Cu values of the composite sample validates the early recorded mining grade; however, the composite sample suggests a higher precious metal grade (PGE + Au) for Rottenstone mineralization, and a significant amount of cobalt.

Hulbert (1988) also discusses sulphur and selenium ratios. In general, sulphides of sedimentary origin have extremely low to negligible concentrations of selenium, whereas sulphides derived from a mantle source are known to be enriched in selenium. The sulphidic iron formations at the Albert Lake property have very low contents of selenium and thus high S/Se ratios. In contrast, the sulphides and ores sampled at the Rottenstone deposit area have high contents of selenium and low S/Se ratios suggesting that Rottenstone mineralization was not contaminated by sulphidic iron formation and that Rottenstone mineralization is from a deep mantle source. Furthermore, the high proportion of sulphides at the Rottenstone deposit indicates the bulk of the sulphides were derived from a much larger magma chamber at depth. Such an environment would have allowed the sulphides to equilibrate with a large volume of magma from which they can scavenge the PGE's and nickel.

Table 4-2 lists recorded samples of Rottenstone mineralization collected from outcrop (1945) and values for samples of Rottenstone-type mineralization/ore collected from the ore dump or remnant samples within the Rottenstone deposit area. The sample results listed are indicative of the material mined while the mine was in production 1965-1969. For comparison the historic reported grade for Rottenstone Mine production is included. Note; PGE+Au includes assay for all the six Platinum Group Elements + gold.

Table 7-2 lists historic drillhole results inclusive of intersections of ultramafic rock deemed significant; potential ultramafic pathways, as a result of Fathom's ongoing compilation work of historic data.

The Rottenstone deposit is unique; the contained precious metal content is higher grade than ores of most deposits of this type. The high sulphide content of the ore in such a small ultramafic body is rare and is indicative of a much larger magma chamber; the source of the Rottenstone deposit. The extremely high Ni-Cu+PGE grade of Rottenstone ore is a function of the *R* factor, specifically a very high *R* factor. The *R* factor is; the ratio of, mass of silicate magma to sulphide melt. To achieve the high Ni-Cu-Co + PGE grades; a direct result of the high sulphide content of the ore, the sulphides had to have the chance to equilibrate with a large volume of magma enabling the sulphides to scavenge Ni-Cu-Co and PGE's. The inference being the Rottenstone deposit is part of a large magmatic system.

Table 7-1 Historic Sampling Rottenstone Outcrop and Rottenstone-type Mineralization

Year	Description	Production (t)	Sample Type	Ni %	Cu %	Co %	Pd+Pt (g/t)	Pd-Pt+Au (g/t)	PGE+Au (g/t)
1945[1]	Bureau Mines Canada		Grab	4.29	0.7				
1945[1]	Bureau Mines Canada		Grab	4.29	2.07				
1965-1969[2]	Rottenstone Mining Ltd.	26,058		3.28	1.83			9.63	
1985[3]	Dr. L. Hulbert GSC		Composite	3.30	2.40	0.08	10.3	11.24	11.74
1990[4]	INCO		Grab	6.16	2.64	0.09	35.98		
1990[4]	INCO		Grab	6.29	1.14	0.08	7.92		
1990[4]	INCO		Grab	1.69	1.23	0.04	1.85		
1997[5]	Claude Res.		Grab	4.80	0.71	0.01	9.65	10.44	11.32
1997[5]	Claude Res.		Grab	4.43	1.78	0.09			
1999[5]	Uravan Matrix Mineralization Figure 7-3		Grab	4.00	1.12	0.09	9.25	10.02	10.48
1999[5]	Uravan Massive Mineralization Figure 7-3		Grab	8.30	4.67	0.19	8.18	8.28	9.09

[1]*Saskatchewan Assessment File (74A07-0005)*
[2]*Saskatchewan Energy and Mines: Mineral Deposit Index #:0958*
[3]*Ni-Cu-PGE Mineralization Associated with the Rottenstone Lake Harzburgite-Pyroxenite Intrusion, Saskatchewan: Preliminary Findings; in Summary of Investigations 1985.*
[4]*Saskatchewan Assessment File (74A07-0033)*
[5]*Obtained Corporation Reports – Fathom Minerals Ltd. database*

Table 7-2 Significant Drillhole Intercepts from the Rottenstone Project Area

Hole ID	Year Drilled	From (m)	To (m)	Length (m)*	Ni %	Cu %	Co %	Pt (g/t)	Pd (g/t)	Pt+Pd (g/t)
29-1	1929[1]	-	-	2.60	2.180	1.320				
29-5	1929[1]	-	-	7.90	2.520	1.310				
29-17	1929[1]	-	-	9.80	1.280	0.620				
29-18	1929[1]	-	-	9.90	1.460	0.810				
54-01	1954[2]	2.87	8.53	5.66	1.370	0.620		0.497	0.905	1.402
54-01	1954[2]	9.91	11.58	1.67	0.830	0.640		0.343	0.686	1.029
54-17	1954[2]	15.54	20.27	4.73	2.070	1.280		4.834	8.759	13.593
60-01	1960[3]	6.10	9.14	3.04	0.340	0.150				
60-01	1960[3]	15.24	17.68	2.44	0.750	0.240		1.158	0.944	2.102
60-02	1960[3]	1.83	6.10	4.27	3.052	1.391		2.396	4.825	7.221
60-02	1960[3]	8.53	11.28	2.75	0.584	0.330				
60-03	1960[3]	3.08	13.78	10.70	1.947	1.262				
60-03	1960[3]	8.38	13.78	5.40	2.680	1.795		2.100	7.880	9.980
60-08	1960[3]	6.10	10.85	4.75	1.210	1.050		3.748	2.905	6.652
60-09	1960[3]	7.62	9.14	1.52	0.750	0.580				
60-10	1960[3]	7.92	16.70	8.78	1.067	1.462				
60-10	1960[3]	10.97	15.54	4.57	1.426	2.027		2.833	2.213	5.046
62-01	1962[4]	0.61	8.07	7.46*	2.670	2.800		5.486	6.857	12.343
62-02	1962[4]	0.00	9.14	9.14	2.670	2.350		0.549	0.686	1.234
RL99001	1999[5]	7.80	15.30	7.50	1.645	0.795	0.05	0.722	1.216	1.938
RL99001	1999	15.30	20.90	5.60	0.060	0.044		0.023	0.031	0.054
RL99002	1999	17.10	22.00	4.90	0.136	0.055		0.079	0.110	0.189
RL99005	1999	99.00	103.00	4.00	0.033	0.008		0.002	0.005	0.006
RL99008	1999	15.20	17.50	2.30	0.076	0.041		0.020	0.040	0.060
RL99008	1999	45.00	47.00	2.00	0.025	0.003		0.008	0.004	0.012

Hole ID	Year Drilled	From (m)	To (m)	Length (m)*	Ni %	Cu %	Co %	Pt (g/t)	Pd (g/t)	Pt+Pd (g/t)
RL99009	1999	12.20	12.90	0.70	0.085	0.015		0.026	0.030	0.056
RL00012	2000	18.00	19.10	1.10	0.045	0.018		0.030	0.051	0.080
RL03029	2003	8.60	14.10	5.50	0.062	0.010				
RL03029	2003	11.00	14.10	3.10	0.061	0.014		0.060	0.107	0.167
RL03030	2003	186.60	189.00	2.40	0.021	0.008		0.023	0.029	0.053
RL03031	2003	80.30	83.00	2.70	0.043	0.113		0.003	0.003	0.005
RL03031	2003	213.50	216.00	2.50	0.026	0.001		0.003	0.003	0.006
RL03032	2003	26.00	28.00	2.00	0.051	0.011				
RL03032	2003	31.00	34.10	3.10	0.088	0.005		0.141	0.169	0.310
RL03032	2003	37.50	39.30	1.80	0.026	0.001				
RL03032	2003	64.00	67.00	3.00	0.075	0.023		0.003	0.143	0.146
RL03032	2003	76.50	78.70	2.20	0.563	0.086		0.104	0.543	0.647
RL03032	2003	77.20	78.20	1.00	1.000	0.082	0.03	0.178	0.990	1.168
RL03034	2003	27.00	28.20	1.20	0.100	0.001				
RL03034	2003	50.80	52.90	2.10	0.030	0.010				
RL03034	2003	69.00	71.00	2.00	0.035	0.001		0.008	0.030	0.039
RL03037	2003	178.00	179.70	1.70	0.037	0.001		0.019	0.023	0.041
RL03039	2003	83.40	86.70	3.30	0.026	0.007				
RL03039	2003	123.10	125.40	2.30	0.099	0.024				
RL03039	2003	269.00	271.00	2.00	0.030	0.005				
MR08-05	2008	264.57	267.33	2.76	0.044	0.002				
MR08-05	2008	292.30	299.16	6.86	0.040	0.003				
MR08-06	2008	13.63	16.59	2.96	0.054	0.009				

[1]*SK Assessment File (74A07-0005); only mineralized drillhole widths and not from and to intervals available in Assessment File*
[2]*SK Assessment File (74A07-0001)*
[3]*SK Assessment File (74A07-0007)*
[4]*SK Assessment File (74A07-0025)*
[5] *Drillholes drilled 1999 – 2003, MR08-05, MR08-06; Uravan Minerals Inc. Corporation Reports*
Drillhole composites were calculated using a 200 ppm Ni cut-off, intervals needed to be consecutive and greater than 1.5m in length and some do include internal dilution (intervals < 200 ppm Ni); furthermore, exceptions were made to accommodate intervals < 1.5m that were deemed important due to proximity to the Rottenstone deposit.
Significant intercepts assume association with ultramafic rock. Drillholes drilled 1999 – 2008 that do not have Pd, Pt values is a function of the elements were not assayed for. Also note; for 1929 drillholes, from and to intervals not provided in assessment file, only the drillhole width of the mineralization intersection.

**Note the lengths reported are not true widths, but drillhole widths. There is insufficient data in the historic drillhole database to determine true widths.*

Deposit Types

The Rottenstone deposit would appear to be typical of a deep-rooted, mantle derived, magmatic Ni-Cu+PGE, ultramafic hosted, sulphidic type of mineral deposit. The Rottenstone deposit hosts rich concentrations of PGE's, possibly the richest of any deposit of its type mined in Canada. It has been suggested up to 50% of the host ultramafic intrusion consisted of sulphides and that the intrusion is the result of a significant magma chamber at depth within the vicinity of the Rottenstone deposit. Rottenstone Mining Ltd. from 1965 to 1969 mined the original mineralized Rottenstone outcrop and continued mining east by open pit method to a depth of approximately 13.0m below surface. In all, 26,058t of Rottenstone ore was extracted with a reported average grade of 3.28% Ni, 1.63% Cu + 9.63 g/t Pd-Pt+Au (Saskatchewan Energy and Mines: Mineral Deposit Index #: 0958).

At the Albert Lake property there is a significant geochemical database in place and geochemical evidence that can be used to vector to additional Rottenstone-type mineralization and ore bodies. In addition, there is significant airborne and ground geophysical data inclusive of magnetic susceptibility (MAG), electromagnetic (EM, TEM, HLEM), gravity and chargeability surveys (IP).

Figure 8-1 and Figure 8-2 portray a possible deposit scenario for the Rottenstone deposit. Figure 8-1 suggests the Rottenstone deposit is one of several pods of metal enriched magma chambers occurring within the supracrustal rocks at the Albert Lake property. Glencore's Raglan nickel-copper mine in northern Quebec is a deposit model consisting of multiple sulphide lenses consisting of disseminated, net-textured and massive pyrrhotite-pentlandite-chalcopyrite mineralization contained in individual lenses that average 0.2Mt in size; but lenses can be as small as 0.01Mt (Desharnais, Arne and Bow, 2014). Although not proven to date, the geologic setting / model, mineralization and the Rottenstone deposit occurring at the Albert Lake property has similarities to the Raglan deposits. Figure 8-2 depicts typical style of mineralization in a Ni-Cu+PGE sulphide type deposit; Massive Ore (see Figure 7-3) at the bottom of a structural trap / embayment grading up through Matrix Ore, also referred to as net-texture ore (Figure 7-3). The Rottenstone deposit fits both scenarios depicted in Figure 8-1 and 8-2.

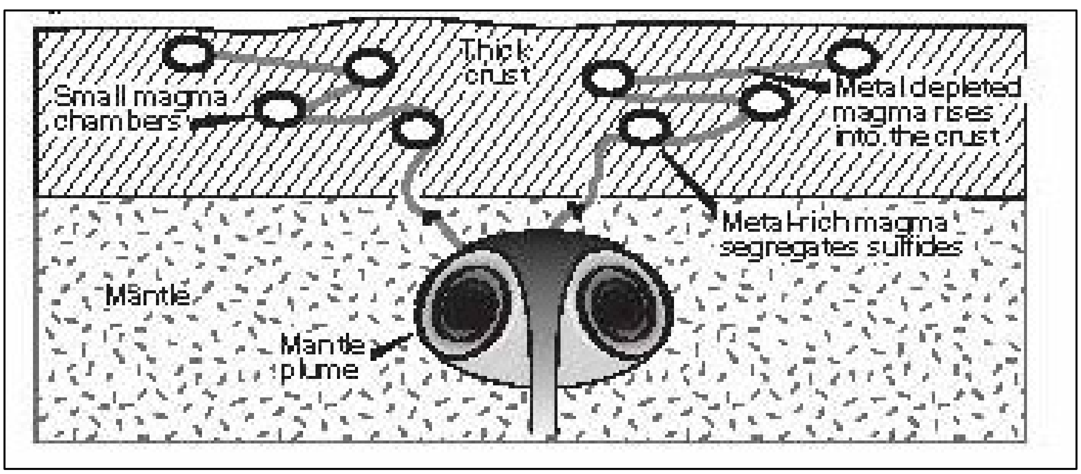


Figure 8-1 Geological Setting of Ni-Cu + PGE Sulphide Deposits; Barnes and Lightfoot (2005)

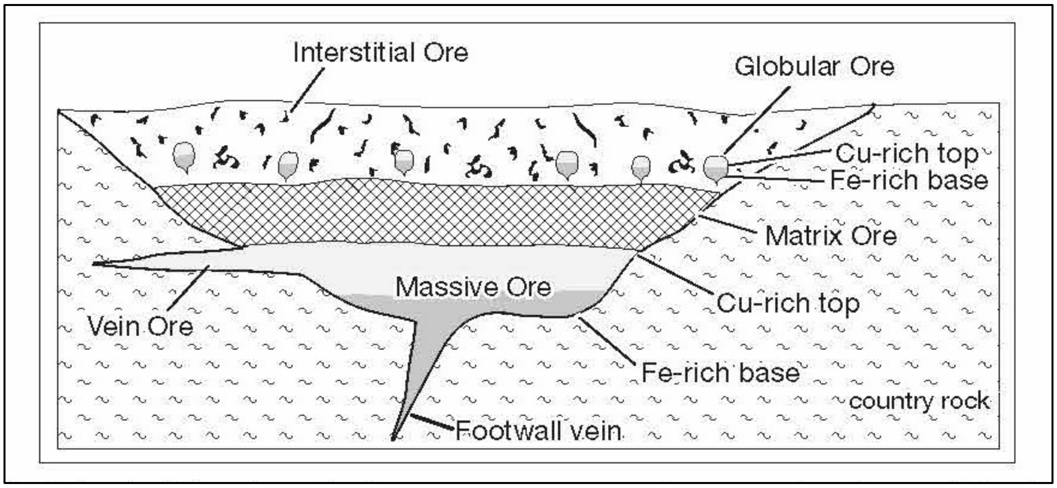


Figure 8-2 Relationship between Massive, Matrix, Disseminated and Vein Sulphides Ni-Cu + PGE Sulphide Deposits; Barnes and Lightfoot (2005)

Exploration

Fathom Minerals acquired the Rottenstone property from Uravan in June 2015. Fathom has recently renamed the Rottenstone property (project) the Albert Lake Property (project). With the acquisition from Uravan, Fathom Minerals inherited a significant high-quality database plus 1007 drill core samples that had been collected; but not assayed, and had been in storage since 2003. Through to the end 2018, Fathom Minerals has conducted several exploration programs on the property and in conjunction with the exploration programs, Fathom has completed a very comprehensive compilation exercise of all historical data. Since property acquisition, two separate drill programs have taken place on the property and are covered within Section 10.0. (*for more detailed view reference Technical Report filed on www.sedar.com.)*

A summary of Fathom Minerals exploration:

- 2015 – July to September; assayed 543 samples (inclusive of standards) of the 1007 drill core samples collected in the 2003 drill program, but not previously analyzed. Fathom Minerals utilized a multi-acid digestion, multi-element (41) ICP-MS finish assay to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Fraser, 2016).

- 2015 – August to September; re-interpreted, relogged drillholes and collected an additional 226 drill core samples (inclusive of standards) from the 2008 drilling program performed at the Rottenstone property. As above; a multi-acid digestion, multi-element (41) ICP-MS finish assay was utilized to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Fraser, 2016).

- 2016 – 2018; a comprehensive compilation of data collected at the Albert Lake property 1954 through to the end of the last exploration at Albert Lake; 2008. The emphasis being; putting all data in a consistent Datum; NAD83 Zone 13, and defining geophysical, geochemical fingerprints analogous to the Rottenstone deposit style of mineralization and utilizing these fingerprints within existing geophysical, geochemical databases for the purpose of defining drill targets and areas to focus exploration (Morris, Galbraith, Meintjes, 2018).

- 2017 – June to October; Fathom Minerals submitted to Kemetco Research Inc. (Richmond, BC) two samples of Rottenstone-type mineralization for a "Preliminary Mineralogical and Metallurgical Scoping of Rottenstone Ore" (Warkentin, 2017).

- 2018 – July; assayed an additional 162 samples (inclusive of standards) from the 1007 drill core samples collected in the 2003 drill program, but not previously analyzed. As above; a multi-acid digestion, multi-element (41) ICP-MS finish assay was utilized to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Morris, Galbraith, Meintjes, 2018) (Fraser, 2019).

- 2018 – July to September; review, interpretation and Maxwell Plate Modelling of conductors within an area of the 2008 VTEM survey, corresponding to area where 2018 soil geochemical survey took place (Fraser, 2019).

- 2018 – July to August; B-horizon soil geochemical survey covering an approximate 20km2 area encompassing the historic Rottenstone mine and corresponding to an area in which 2008 VTEM survey conductors were modelled using Maxwell Plate Modelling software. In all 1559 (inclusive of standards) from a proposed 1746 sample grid were collected. Soil samples were dried and sieved with an -80 mesh and from a 30g split, an aqua regia digest 37-element assay was obtained by inductively coupled plasma mass spectrometry (Fraser, 2019).

- 2020 – January to February; a structural interpretation report was produced that provided an overall structural interpretation of a large area incorporating the Albert Lake property. Several areas considered to be prospective for magmatic-Ni sulphide and PGE mineralization were proposed (Stewart, Williams, 2020).

Drilling

Fathom Minerals has completed two drill programs at the Albert Lake property. The initial program drilled March 19th – April 1st, 2016 amounted to eleven BTW-size drillholes and 466.94m drilled. The second drill program commenced September 26, 2018 and was completed October 5, 2018. In all, five NQ-size drillholes amounting to 922m were drilled. Table 10-1 and Figures 10-1 and 10-2 document their locations and details.

Table 10-1 2016, 2018 Drillhole Locations; Orientation

Drillhole	Date Start / Finish	Coordinates (NAD83 Zone13)	Elevation (ASL m)	Azimuth (Start/End)	Dip (Collar/TD)	TD (m)
FMRS16-001	Mar 19 / Mar 21	510761E / 6244349N	454.28	129° / 130.7°	-75° / -76.1°	42.37
FMRS16-002	Mar 21 / Mar 22	510761E / 6244349N	454.28	129° / 129°	-65° / -65°	23.47
FMRS16-003	Mar 21 / Mar 22	510775E / 6244370N	454.03	125° / 124.8°	-75° / -74.6°	39.01
FMRS16-004	Mar 23 / Mar 24	510773E / 6244373N	453.85	318° / 318.4°	-75° / -75.3°	60.35
FMRS16-005	Mar 24 / Mar 25	510784E / 6244408N	457.32	302° / 304.8°	-70° / -70.6°	70.71
FMRS16-006	Mar 26 /Mar 26	510757E / 6244396N	453.21	0°	-90° / -90°	45.11
FMRS16-007	Mar 27 / Mar 28	510740E / 6244361N	453.80	132° / 133.3°	-70° / -69.1°	42.06
FMRS16-008	Mar 28 / Mar 30	510773E / 6244457N	460.55	0°	-90° / -87.7°	69.49
FMRS16-009	Mar 30 / Mar 31	510755E / 6244347N	453.98	133° / 133°	-65° / -65°	23.77
FMRS16-010	Mar 31 / Mar 31	510755E / 6244347N	453.98	119° / 118.9°	-65° / -64.9°	17.68
FMRS16-011	Mar 31 / Apr 1	510773E / 6244329N	454.26	273° / 268.7°	-80° / -78°	32.92
FMRS18-012	Sep 26 / Sep 28	510419.9E / 6244547.5N	456.3	117.9° / 121.3°	-79° / -78°	251.0

FMRS18-013	Sep 28 / Sep 30	510345.2E / 6244627.0N	449.8	269.8° / 278.0°	-60° / -57.5°	152.0
FMRS18-014	Sep 30 / Oct 1	511229.1E / 6247255.0N	487.7	150.2° / 152.8°	-58° / -57.4°	152.0
FMRS18-015	Oct 2 / Oct 4	513992.6E / 6246992.0N	510.9	179.9° / 183.8°	-45° / -47.1°	185.0
FMRS18-016	Oct 4 / Oct 5	511769.9E / 6247854.5N	462.1	300.0° / 301.8°	-50° / -51°	182.0
Total						***1388.94***

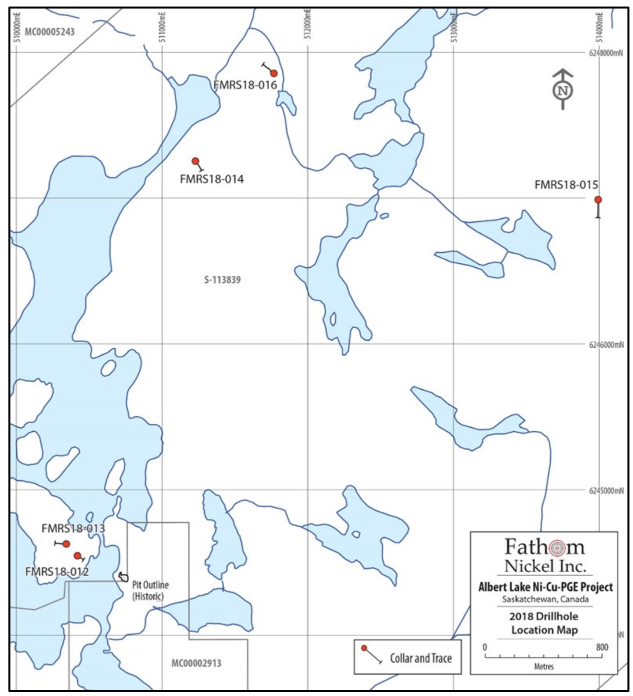


Figure 10-1 & 10-2 Fathom Minerals 2016 Drillhole Location Map

Drilling Results/Interpretation

The purpose of the 2016 drill program was fourfold (Fraser, 2016):

1. Test the continuation of the Rottenstone deposit south of the Rottenstone Mine.
2. Collect significant samples of the ultramafic host rock; but equally as important, to collect samples of the immediate country rock to determine lithological geochemistry of host rocks proximal to and distal to the Rottenstone deposit.
3. Collect a vertical section of the mine tailings to confirm and determine precious and base metal credits remaining in the historic mine tailings.
4. Collect sufficient mineralized material for a preliminary metallurgical test.

The 2016 Fathom Minerals drill program did confirm more Rottenstone type mineralization remains in the Rottenstone Mine pit floor; albeit very little at the location of drillhole FMRS16-006. However, it was very encouraging to intersect in situ Rottenstone type mineralization and high-grade Rottenstone type mineralization comparable to reported historic production grades. The Rottenstone deposit remains open to the south as referenced by results in drillholes FMRS16-001, FMRS16-002 and possibly FMRS16-011. However, results suggest the Rottenstone deposit has possibly terminated in the northeast direction (FMRS16-004, 005), and possibly immediately southwest (FMRS16-007). However; results in drillholes FMRS16-003, FMRS16-008; specifically, the ultramafic rock in both drillholes, suggest the Rottenstone deposit remains open to the east and north respectively. Results recovered in the tailings suggests significant base metal and precious metal (PGE +Au) remains in the tailings at grades that may be worthy of recovery.

The interval 8.53m–10.64m in drillhole FMRS16-011 (Table 10-2) intersected what Fathom Minerals interprets to be Rottenstone-type ultramafic regolith. Drill core recovery through this interval was < 25%. The regolith occurs south of the Rottenstone Mine; within what was Rottenstone Lake prior to the extraction of the Rottenstone deposit and is now covered by historic mine waste and mine tailings. The nature of the ultramafic regolith; "incoherent rock material", has proven to be very difficult to recover by drilling. However; the presence of "incoherent" pegmatite dyke along with serpentinized ultramafic rock and intervals of Rottenstone-type mineralization; albeit, of poor recovery and very broken in drillhole FMRS16-011, suggests the continuation of the Rottenstone deposit >40m south of the Rottenstone Mine. Historic drillhole RL00017 drilled on the lake 80.0m SW of the Rottenstone Mine in 2000, references 0.9m of poorly recovered ultramafic regolith intersected just prior to interpreted bedrock. The regolith is described as an altered, weakly mineralized ultramafic; with chalcopyrite mineralization noted, along with mineralized fragments of pegmatite dyke. This suggests the ultramafic host to the Rottenstone deposit continues >80m south of the Rottenstone Mine.

Table 10-2 Length Weighted Averages Significant Intersections Fathom Minerals 2016 Drilling

Drillhole	From (m)	To (m)	Width (m)****	Ni (%)	Cu (%)	Co (%)	Pt+Pd (g/t)
FMRS16-001	6.76	12.00	5.24	0.887	0.527		1.183
including	6.76	10.00	3.24	1.229	0.754	0.04	1.638
including	7.50	9.50	2.00	1.470	0.985	0.05	1.825
FMRS16-002	6.08	19.46	13.38	0.947	0.392		
including	6.08	10.77	4.69	1.127	0.449	0.04	1.569
including	14.73	19.46	4.73	1.129	0.485	0.04	1.678
including	14.73	16.00	1.27	2.556	0.431	0.07	3.231
FMRS16-003	8.63	16.70	8.07	0.140	0.058		
FMRS16-004	*No significant results*						
FMRS16-005	*No Significant results*						
FMRS16-006	11.65	13.00	1.35	0.466	0.252		
Including	***11.65***	***11.80***	***0.15***	***3.630***	***1.450***	***0.09***	***9.730***
FMRS16-007	*No Significant Results*						
FMRS16-008	9.95	10.15	0.20	0.143	0.005		0.205
FMRS16-008	24.37	25.38	1.01	0.097	0.003		0.215
FMRS16-008	52.24	53.09	0.85	0.070	0.009		0.075
FMRS16-009	**Mineralized UM, Bulk sample – material not assayed*						
FMRS16-010	**Mineralized UM, Bulk sample – material not assayed*						
FMRS16-011	**0.00	8.53	8.53	0.412	0.140	0.01	1.690
FMRS16-011	7.90	10.64	2.74	0.062	0.014		
FMRS16-011	****Grab sample (772117) mineralized UM @ approx. 10.00 m*			0.53	0.54	0.02	1.055

UM = ultramafic rock, host to the Rottenstone deposit.
**Drill core FMRS16-009, FMRS16-010 in storage Calgary, AB; drill core was intended for Metallurgical work; however, a different approach to Metallurgy was used – Section 13.0 this report*
***The interval 0 – 8.53m in FMRS16-011 in mine tailings.*
****The interval 8.53 – 10.64m (FMRS16-011) intersected an interpreted regolith. The grab sample collected (772117) of mineralized rubble within the interval, suggests Rottenstone-type mineralization.*
**** *Note the lengths reported are not true widths, but drillhole widths. There is insufficient data in the historic drillhole database to determine true widths.*

The purpose of the 2018 drill program (Fraser, 2019):

- Follow-up on a BHEM anomaly detected in the summer of 2018 in drillhole RL03030. Drillhole FMRS18-012 was designed for this purpose.

- Fathom Minerals reviewed internally, results of the 2008 VTEM survey flown over the Albert Lake property and highlighted discreet conductive features that Fathom Minerals interpreted to be analogous to an electromagnetic (EM) signature that may define Rottenstone-type mineralization. Drillholes FMRS18-013, FMRS18-014 and FMRS18-016 were designed to test three individual VTEM conductors.
- Drillhole FMRS18-015 was designed to test a B-horizon soil geochemical anomaly defined in the summer of 2018 that did not have any associated conductivity but was coincident with a strong magnetic feature.

The following summarizes Fathom Minerals drilling results 2016, 2018:

- Drilling programs have recognized additional ultramafic sills within the immediate surrounds of the historic Rottenstone Mine. Fathom Minerals interprets these ultramafic sills as "pathways" in which the Rottenstone deposit developed; but also, as possible links to the source of Rottenstone-type mineralization.
- 2016 drilling results suggest the Rottenstone deposit was not completely exploited during the mid-1960's mining operation and the extent of the deposit remains open to the south and possibly to the north-northeast.
- 2018 drilling was not successful in identifying additional Rottenstone-type mineralization. However; the cause of the off-hole BHEM anomaly identified in historic drillhole RL03030 has not been resolved.
- 2018 drilling also suggests 2018 VTEM have a very strong probability of being the result of highly conductive sulphidic iron formation. The risk is many of these conductors are false conductors; i.e., not caused by magmatic Ni-Cu + PGE mineralization and a better system of scrutiny inclusive of ground proofing of conductive source is required.
- It is important to understand; although historically, drillholes have targeted well developed conductors and these conductors have proved to be the result of sulphidic iron formation, there are ample examples within the Fathom Minerals drillhole database where drillholes have intersected ultramafic rock in direct contact with sulphidic iron formation, and ultramafic rock has been intersected multiple meters below some sulphidic iron formations.
- Drilling has intersected mafic bodies up to 3km north of the Rottenstone Mine. These mafic bodies; interpreted to be gabbro's, are weakly anomalous in the pathfinder elements associated with Rottenstone-type mineralization.

Sample Preparation, Analyses and Security

For a detailed description of sample preparation, analysis, security protocols, data verification and results, please refer to the Technical Report.

MINERAL PROCESSING AND METALLURGICAL TESTING

A preliminary exploratory metallurgical program including sample characterization and flotation testing was carried out on grab samples of ore from historical surface workings, and mineralized drill core from a recent drill program at Fathom's Albert Lake property in northern Saskatchewan. The samples provided were used to prepare two composites, one of surface ore grab samples and the other of drill core. Each was tested separately. In addition to a full analysis of each composite, the test work consisted of grind-recovery flotation testing, kinetic flotation tests and preliminary testing of dosage and collector variations in flotation. While preliminary in nature, the work was successful in demonstrating flotation recovery of the principal values in the Rottenstone samples. More specifically, the following conclusions are apparent:

- The two composites tested varied significantly in both grade and mineralogy. The surface grab ore is high in sulphides, with pyrrhotite as the dominant sulphide mineral along with chalcopyrite and nickel sulphide minerals. The drill core was much lower in sulphide and the main sulphide mineral was pyrite.

- The grab sample composite assayed 4.0% Ni and 1.3% Cu along with nearly 6 g/t each of Pt and Pd and close to 0.1% Co. The drill core composite assays showed a much lower grade, with less than 0.4% Cu, 0.8% Ni and 1.4 and 0.75 g/t for Pt and Pd respectively.
- Both samples were relatively easily ground and based on a preliminary flotation flowsheet the best recoveries were obtained with a P_{80} of 81 and 74 microns for the grab sample and for drill core, respectively.
- Nickel, Cobalt and especially Platinum recovery were relatively sensitive to grind, while Copper and other precious metals were less sensitive.
- The initial flotation conditions chosen provided high base metal recovery for the grab sample, with more than 92% Cu and Ni recovery and 95% Co recovery. PGM recovery was lower, but was still over 80% for both Pt and Pd. Drill core tests showed even higher Cu recovery at 96%, but Ni and Co recovery were somewhat lower at approximately 82% each. PGM recovery was relatively strong for drill core, at approximately 85%.
- Kinetic sampling showed that most of the base metal recovery occurred within three minutes for both samples. The pyrrhotite scavenger stage had no effect on Cu recovery, but aided Ni and Co recovery in the grab sample. This was not seen in the drill core, although Pt recovery was enhanced in that stage.
- Copper mineralization shows distinct behavior from Ni and Co, suggesting that production of separate concentrates may be possible. There are some indications that Pd is more closely associated with the copper.
- Alternative reagents and dosages did not significantly enhance recoveries. Lower dosage of the preferred PAX/A3477 combination also gave similar results, indicating an optimal dosage well below the original levels chosen.

Overall, the results were positive, but were not fully optimized. Significant differences were seen between the two samples tested, and PGM recovery in particular would appear to have room for further optimization. No upgrading or separation of concentrates was attempted, but differing responses in recovery of different metals pointed to the potential for separation.

For the existing samples some additional optimization, separation and upgrading tests would be beneficial in further defining potential flowsheets, recoveries and concentrate quality. This additional work would be important in defining economic potential as mineralized zones are defined. At this stage a more beneficial follow-up may be comparative baseline testing of additional samples from mineralized zones identified in ongoing site exploration.

Interpretation and Conclusion

The exploration history and compilation of all available data for the Albert Lake property has produced the following important results, including:

1. A small, high-grade Ni-Cu+PGE deposit was discovered, delineated and mined producing slightly more the 26,000t @ 3.28% Ni, 1.63% Cu and 9.63 g/t Pd-Pt+Au; the Rottenstone deposit.

2. Rottenstone-type mineralization is of exceptional grade and metal tenor. At current market metal prices Rottenstone-type mineralization has high metal value.

3. Preliminary metallurgical testing of Rottenstone-type mineralization suggests mineral recovery of 92% Ni, Cu, 95% Co and 85% recovery for Pd and Pt and separate concentrates are possible.

4. Note; although present as part of the Rottenstone mineral assemblage mined out, Cobalt was not recovered. Furthermore; PGE elements Iridium, Osmium, Rhodium, Ruthenium and in particular Rhodium, occur within the Rottenstone mineral assemblage. Fathom recognizes the occurrence of Cobalt and Rhodium to be very significant.

5. The Rottenstone deposit is on trend with other known mineralized ultramafic showings and occurrences within the Albert Lake property area.

6. Drilling up to 40m south of the Rottenstone Mine has yielded results up to 1.65% Ni, 0.80% Cu, 0.05% Co and 1.94 g/t Pd+Pt / 7.5m; confirming additional Rottenstone mineralization at the mine site, and that the deposit remains open to the south.

7. Drilling 110m north of the Rottenstone Mine, intersected 0.78% Ni, 0.12% Cu, 0.02% Co and 0.90 g/t Pd+Pt / 1.5m. Within this interval a massive sulphide vein (0.10m) resulted in a mineralized intercept of 1.13% Ni, 0.17% Cu, 0.03% Co and 1.34 g/t Pd+Pt / 0.5m, confirming that the Rottenstone deposit mineralization processes are in place north of the mine.

8. Systematic sampling of historic drill cores plus Fathom drilling, has recognized a system of ultramafic sills; pathways, at the Rottenstone Mine surrounds and up to 3.0km north of the historic mine site.

9. B-horizon soil geochemistry is a successful method of delineating pathfinder elements associated with the ultramafic host rock and Rottenstone-type mineralization and defining areas to focus additional exploration.

10. Significant off-hole BHEM conductive responses have been recognized associated with ultramafic host rock within several historic drillholes drilled at Rottenstone.

11. The historic Rottenstone deposit is recognized to occur within structurally complex geology. Several areas of similar structural complexity and geology are recognized to be prospective for magmatic Ni-Cu + PGE mineralization.

No resource estimate of an extension at the Rottenstone deposit has been undertaken to date due to insufficient drilling in the areas mentioned above. Furthermore; at present, there is insufficient geologic support to understand the controls and orientation of the Rottenstone deposit extension if it exists to the south and north. However; "Exploration Target Potential" of multiple, Rottenstone-type deposits exists on the Rottenstone property. This statement is based on geologically favorable factors for the property:

- The mineral tenor and grade at the Rottenstone deposit is the result of a significant magmatic event, not likely confined to one small deposit

- Presence of numerous other ultramafic intersections characterized by anomalous Ni, Cu, Co and Pd, Pt, and pathfinder elements Cr, Mg within the ultramafic rock and adjacent supracrustal rocks occurring throughout the property area.

- Several coincident gravity / MAG / EM features at 0-150m depths, remain untested.

- New prospective areas have been developed by Fathom's ongoing compilation and exploration to date.

The authors suggest a "Target for Further Exploration" of 0.5 to 1Mt grading between 1 – 4% Ni, 0.5 – 2% Cu and 1.5 – 9 g/t PGE's . This estimate is conceptual in nature as there is insufficient data to declare a "Mineral Resource" under CIM and NI 43-101 guidelines currently at the Albert Lake property. Furthermore; it is uncertain whether further exploration of the targets discussed in this report will result in delineating a mineral resource.

Recommendation

The following exploration program is recommended for the Albert Lake property based on the geology, historic exploration and mining and current exploration results. It is recommended to complete the exploration in two phases. Phase 1 designed to take advantage of the winter ice conditions required to test some of the targets and Phase 2 designed to expand on successes from Phase 1 as well as develop and test additional regional targets.

Phase 1 (February – April 2021)

It is recommended that Phase 1 exploration drilling program be designed to:

- Identify additional Rottenstone-type mineralization to the south and southeast of the historic Rottenstone Mine where it remains open based on the geological model;
- Test additional targets within the Rottenstone Mine area identified through geophysical compilation work, where winter ice conditions are required to effectively position drillholes;
- Conduct a property wide helicopter-borne MAG survey designed to give 100-meter line spacing coverage over the entire Albert Lake property inclusive of the recently acquired concessions.

Specifics of the Phase 1 program should include the following to ensure maximum use of available data in planning the program:

- Historic data to be incorporated with the findings of the Regional Structural Interpretation and to include other available data sets (2008 VTEM survey, ground Gravity surveys, ground MAG survey, ground TEM survey and historic BHEM surveys);
- Review of BHEM surveys performed within the Rottenstone Mine area to date with recommendations of re-surveying specific drillholes with Induction probe technology; a method better suited to identifying lower conductive sources;
- Design open hole BHEM surveys on drillholes drilled in 2018 and other significant historic drillholes within the Rottenstone Mine area;
- Use all results of above to design a mid-winter drill program to take advantage of ice conditions on the property;
- Diamond drilling and downhole EM surveys.

Phase 2 (June l to October 2021)

- It is anticipated results and interpretation of the helicopter-borne MAG survey will define numerous targets property wide;
- Specific areas interpreted to be favourable to host ultramafic bodies should be further defined with either airborne or on the ground geophysical EM surveys;
- Specific MAG and EM targets will need proper "boots on the ground" follow-up exploration consisting of; prospecting, geological mapping and soil geochemistry with the aim to identifying favourable geology; specifically, the occurrence of ultramafic rock;
- Additional drilling to take place summer-fall based on success of late winter drill program, results of MAG / EM surveys, and results of summer field work.

Item	**Unit Cost**	**Total Cost $**
Phase 1		
Pre-drilling data compilation and target refinement	Fixed	$60,000

Diamond drilling and borehole EM surveys, re-establishing camp, air support, geological support, geophysical support and analysis	$500/m (all in)	$740,000
Property Wide Heli MAG survey (90,000 Ha), interpretation and target generation (including incorporation of historic VTEM survey information)	$45/line-km (all in)	$400,000
Total Phase 1		**$1,200,000**
Phase 2		
Borehole EM surveys on historic drillholes	$3200/day	$50,000
Ground follow-up of heli MAG survey targets. Prospecting, sampling, ground geochemistry and airborne / ground geophysics, interpretation and drill target generation	$800/man day (all in)	$700,000
Diamond drilling and borehole EM	$500/m (all in)	$1,500,000
Geochemical Analysis	$50/sample	$50,000
Total Phase 2		**$2,300,000**

Note: all field activity costs include camp and required support

USE OF AVAILABLE FUNDS

The Corporation is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds.

Funds Available and Principal Purposes

The Corporation has working capital of approximately $780,064 as of April 30, 2021. This figure includes in current liabilities the Special Warrant liability of $7,811,091 and a flow- through premium liability of $625,863. Both of these items are temporary accounting classifications that will be eliminated on the earlier of: a) in the case of the Special Warrant liability, upon the issuance of a receipt for a final prospectus from the last of the Securities Regulators in the Designated Jurisdictions qualifying the Special Warrants; or July 16, 2021; and b) in the case of the flow-through premium liability, upon expending $2,409,574 on qualifying exploration expenditures. Both of these events are expected to occur in Q3 or Q4 2021, thus eliminating these total liabilities of $8,436,954. These amounts have therefore been included as "Available Funds" as at April 30, 2021.

As a result, the Corporation anticipates that its available funds as at April 30, 2021, includes net working capital (current assets less current liabilities) of $780,064 together with the $8,436,954 of temporary liabilities for total available funds of $9,217,018, which are anticipated to be expended for the purposes described below:

Use of Available Funds	($)
Legal and other costs associated with the filing of this Prospectus and listing on the CSE	216,000
Project – Exploration and Drill Program(1)	2,300,000
Ancillary expenditures related to support of Albert Lake	700,000
General and administrative costs for next 12 months	1,371,000
Exploration program for Albert Lake - 2022	2,500,000
Strategic review and potential acquisitions	1,000,000
Cash reserve and unallocated working capital	1,130,018(2)

Total:	9,217,018

Notes:

(1) See "*Albert Lake Property – Recommendations - Project*."

(2) The Corporation plans to utilize unallocated working capital for: (i) follow up exploration work if warranted based on results from its planned exploration programs where the results of mineral exploration demonstrate the ongoing potential for economic mineralization on a mineral property that would justify further exploration work to continue to delineate such mineralization; (ii) the identification, acquisition and advancement of potential new mineral project opportunities; and (iii) a cash reserve for the Corporation. The time period in which the Corporation expects to use these funds is currently uncertain. It will be dependent on market conditions and the ability of the Corporation to complete additional financings. If the Corporation experiences difficulty raising capital, the Corporation may need to utilize existing unallocated working capital over a period of two or three years. If the Corporation is able to access the capital markets following its initial planned exploration programs, the Corporation may expedite further exploration programs on its mineral properties. The Corporation plans to adopt a prudent cash management strategy to be prepared for any eventuality.

The Corporation estimates that its working capital will be sufficient to meet its general and administrative costs and exploration expenditures for the twelve-month period following the Listing Date. General and administrative costs for the twelve-month period following the Listing Date are comprised of the following:

General and Administrative Costs for 12 Month Period Following the Listing Date	**($)**
Management Fees [(1)]	456,000
Accounting and Auditing	50,000
Legal Fees	75,000
Transfer Agent and securities regulator fees	50,000
Other consultants and experts	180,000
Office and general administration expenses	96,000
External consultants	154,000
Shareholder services, investor relations, marketing and communications	200,000
Travel	60,000
Insurance	50,000
TOTAL:	**1,371,000**

Note:

(1) See "*Executive Compensation*".

Negative Operating Cash Flow

Since inception, the Corporation has had negative operating cash flow and incurred losses. The Corporation's negative operating cash flow and losses are expected to continue for the foreseeable future. The Corporation cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Corporation will be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all. See "*Risk Factors*".

Business Objectives and Milestones

The Corporation's current business objective and sole current milestone is to complete exploration and drilling programs on the Albert Lake Project, as described herein. Based upon the recommendations of the Authors in the Technical Report, the Corporation intends to carry out the exploration programs over a two-year period.

The Corporation's allocated exploration budget together with the unallocated working capital will be sufficient to fund the recommended exploration and drilling programs on the Albert Lake Property.

Although the Corporation intends to expend the funds available to it as set out above, the amount actually expended for the purposes described above could vary significantly depending on, among other things, the market prices of nickel, copper and PGE's, unforeseen events, and the Corporation's future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Corporation. Accordingly, if continuing with the exploration program becomes inadvisable for any reason, the Corporation may alter the recommended work program, or may make arrangements for the performance of all or any portion of such work by other persons or companies and may use any funds so diverted for the purpose of conducting work or examining other properties acquired by the Corporation, although the Corporation has no present plans in this respect.

DIVIDENDS

The Corporation has never declared, nor paid, any dividends since its incorporation and does not foresee paying any dividends in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Corporation and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Corporation.

Under the ABCA, the Corporation is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Corporation is insolvent, or the payment of dividends would render the Corporation insolvent.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Corporation for the period ended December 31, 2020, along with the Management's Discussion and Analysis included in this Prospectus. All financial statements are prepared in accordance with IFRS. The Corporation's financial year end is December 31.

Summary of Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Corporation for the period ended December 31, 2020, along with the Management's Discussion and Analysis included in this Prospectus. All financial statements are prepared in accordance with IFRS. The Corporation's financial year end is December 31.

The following selected pro forma financial information has been derived from the Pro Forma Statement of Financial Position as at December 31, 2020, included herein as Schedule D, the audited annual financial statements of the Corporation for the year ended December 31, 2020, included herein as Schedule B, the audited annual financial statements of FM for the year ended December 31, 2020, included herein as Schedule C and should be read in conjunction with the Management's Discussion and Analysis included in this Prospectus. As described in Note 1 of Schedule C, the pro forma adjustments have been prepared as if the equity Private Placement for gross proceeds of $735,000 and the Offering for gross proceeds of $11,150,000 had occurred on December 31, 2020. All financial statements are prepared in accordance with IFRS. The Corporation's financial year end is December 31.

	Year ended December 31, 2020 (unaudited, prepared by Management)
Assets	
Current assets (included in working)	$10,889,113
Exploration and evaluation assets	$1,483,587
Total Assets	$12,372,700
Liabilities	
Current liabilities	$50,842
Flow-through premium liability	$625,863
Special warrant liabilities	$7,811,091
Shareholders' Equity	$3,884,904

Total Liabilities and Shareholders' Equity	$12,372,700

Management Discussion and Analysis

The Corporation's Management Discussion and Analysis for the period ended December 31, 2020 is set forth in Schedule "D" of this prospectus.

Disclosure of Outstanding Security Data

Common Shares

As at the date of this Prospectus, the Corporation has 29,465,075 Common Shares issued and outstanding, and the Corporation will have 45,311,393 Common Shares issued and outstanding following the exercise of all the Special Warrants.

Restricted Share Units

As of the date of this Prospectus, the Corporation has granted a total of 115,000 RSUs.

Stock Options

As of the date of this Prospectus, the Corporation has granted a total of 3,000,000 options at an exercise price of $0.70 per share for a period of five years from the Listing Date.

Special Warrants

As at the date of this Prospectus, the Corporation had 15,846,318 Special Warrants outstanding, issued as part of the Offering. Following the exercise or deemed exercise of all the Special Warrants, the Corporation will have no Special Warrants outstanding.

Compensation Options

As at the date of this Prospectus, the Corporation had 1,071,669 Compensation Options outstanding, issued as part of the Offering. Each Compensation Option is exercisable into one Unit at a price of $0.70 for a period of two years from the Listing Date.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Authorized Capital

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 29,465,075 Common Shares are issued and outstanding as at the date of this Prospectus, and an unlimited number of preferred shares, of which none are issued and outstanding as of the date of this Prospectus.

Common Shares

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 Corporation and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Corporation. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board of Directors of the Corporation may by resolution determine. The Board of Directors of the Corporation may at any time declare and authorize the payment of such dividends exclusively to the registered holders of the common shares without declaring any corresponding dividends to the registered holders of the preferred shares. In the event of the liquidation, dissolution or winding-up of the Corporation, 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 Corporation, the remaining property and assets of the Corporation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

NFT Special Warrants and FT Special Warrants

As at the date of this Prospectus, the Corporation has 12,717,001 NFT Special Warrants and 3,129,317 FT Special Warrants issued and outstanding.

Each NFT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the Units issuable upon the exercise or deemed exercise of the NFT Special Warrants has been issued by the last of the Securities Regulators in the Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the NFT Special Warrant**.** If a Receipt for the Prospectus is not issued prior to the Qualification Deadline, then each holder of a NFT Special Warrant will be entitled to 1.15 Units per NFT Special Warrant held instead of one (1) Unit, upon the exercise or deemed exercise thereof, in accordance with the Special Warrant Indenture, without payment of additional consideration or further action on the part of the NFT Special Warrantholders, subject to adjustment as set out therein.

Each FT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the FT Shares issuable upon the exercise or deemed exercise of the FT Special Warrants has been issued by the last of the Securities Regulators in the Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the FT Special Warrant.

This Prospectus qualifies the distribution in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia of 12,664,001 Units issuable upon the automatic conversion of previously issued NFT Special Warrants in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia and 2,973,387 FT Shares issuable upon the automatic conversion of previously issued FT Special Warrants in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia. There were also 53,000 NFT Special Warrants and 155,930 FT Special Warrants previously issued in Quebec (the "**Unqualified Special Warrants**"). The Corporation had advised, and the holders of the Unqualified Special Warrants had acknowledged and agreed that these Special Warrants would not be qualified. Any Units or FT Shares to be issued on exercise of the Unqualified Special Warrants will be subject to resale restrictions for a period of four months and a day following the distribution date of the Unqualified Special Warrants. If the Unqualified Special Warrants are automatically converted following receipt of a (final) Prospectus during the four-month period following their respective distribution dates, 208,930 Underlying Securities will be restricted until July 16, 2021. If the Unqualified Special Warrants are not automatically converted until after July 16, 2021, the Underlying Securities issued on exercise of the Unqualified Special Warrants will not be subject to resale restrictions.

The Corporation has provided to each Special Warrant holder a contractual right of rescission of the prospectus exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a Special Warrant holder who acquires another of the Corporation's securities on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation, then:

1. the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,

2. the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Corporation on the acquisition of the Special Warrant, and

3. if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

The foregoing is in addition to any other right or remedy available to the Subscriber under the Securities Law or otherwise at law.

CONSOLIDATED CAPITALIZATION

The following table sets out the securities capitalization of the Corporation as at the dates specified below.

Description	Authorized	Outstanding as at date of this Prospectus	Outstanding following Deemed Exercise(1)(2)
Common Shares	Unlimited	29,465,075	45,311,393
NFT Special Warrants	Unlimited	12,717,001	Nil
FT Special Warrants	Unlimited	3,129,317	Nil

Notes:
(1) See "*Prior Sales*".
(2) On an undiluted basis.

Fully Diluted Share Capitalization

Common Shares	Amount of Securities	Percentage of Total
Issued and outstanding as at the date of this Prospectus	29,465,075	52.4%
Common Shares reserved for issuance upon the exercise of the Special Warrants	15,846,318	28.2%
Common Shares reserved for issuance upon exercise of stock options	3,000,000	5.3%
Common Shares reserved for issuance upon exercise of Warrants	6,358,500	11.3%
Common Shares reserved for issuance upon exercise of Compensation Options	1,071,699	1.9%
Common Shares reserved for issuance upon exercise of Warrants underlying the Compensation Options	535,849	1.0%
Total Fully Diluted Share Capitalization after the Offering	**56,277,441**	**100%**

OPTIONS TO PURCHASE SECURITIES

The Board of Directors of the Corporation adopted an equity incentive option plan on March 25, 2021 (the "**Equity Incentive Plan**"). The purpose of the Equity Incentive Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees, management company employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs. The Equity Incentive Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Corporation's Common Shares issued and outstanding at the time such securities are granted. The Equity Incentive Plan will be administered by the Corporation's Board of Directors, which will have full and final authority with respect to the granting of all options thereunder.

The maximum number of Common Shares reserved for issuance, in the aggregate, under the Equity Incentive Plan and all other security-based compensation arrangements of the Corporation will be 10% of the aggregate number of outstanding Common Shares from time to time (calculated on a non-diluted basis and not including Common Shares issuable pursuant to prior options granted by the Corporation). Additionally, under the terms of the Equity Incentive Plan: (i) the aggregate number of Common Shares reserved for issuance to insiders (as a group) at any point in time may not exceed 10% of the Corporation's issued and outstanding Common Shares; and (ii) the issuance to insiders (as a group), within a one-year period, of an aggregate number of Common Shares may not exceed 10% of the Corporation's issued and outstanding Common Shares.

The Equity Incentive Plan will be administered by the Board, which may delegate authority over the administration and operation of the Equity Incentive Plan to a committee.

The following are certain material terms with respect to stock options:

- each stock option granted under the Equity Incentive Plan shall be evidenced by an award agreement;
- no stock option shall be exercisable after ten years from the date it was first granted or such shorter period as set out in the award agreement;
- the exercise price for stock options shall be fixed by the Board, but under no circumstances will it be less than 100% of the fair market value of the Common Shares as of the date the stock options are granted;
- vesting period for stock options will be as set forth in each award agreement; and
- no term may exceed ten years, subject to earlier termination in the event the holder ceases to be an officer, director, employee or consultant of the Corporation or if the Board determines, in its sole discretion, to accelerate the expiry time in connection with a change of control or specified events as described in the Equity Incentive Plan.

The following are certain material terms with respect to the restricted awards, namely, restricted share units and deferred share units:

- each restricted award (as the case may be) granted under the Equity Incentive Plan shall be evidenced by an award agreement;
- the vesting periods for each restricted award will be as set forth in the respective award agreement;
- the Corporation shall maintain an RSU Account or deferred share unit ("**DSU**") Account (as applicable) for each participant;
- deferred share units are only available for grant to the directors of the Corporation; and
- both restricted share units and deferred share units may be settled in Common Shares (either issued from treasury or purchased in the open market), cash, or a combination of shares and cash.

With respect to all awards, namely, stock options, restricted share units and deferred share units:

- except as otherwise provided by the Equity Incentive Plan, upon the occurrence of a change of control, all outstanding stock options shall become immediately exercisable with respect to 100% of the Common Shares subject to such stock options, and the restricted period applicable to the restricted awards shall expire immediately with respect to 100% of the outstanding restricted awards; and
- awards granted under the Equity Incentive Plan are not assignable or transferable, other than for normal estate settlement purposes.
- The Board may, in its sole discretion, suspend or terminate the Equity Incentive Plan at any time or from time to time and/or amend or revise the terms of the Equity Incentive Plan or of any award granted under the Equity Incentive Plan and any award agreement relating thereto provided that such suspension, termination, amendment, or revision shall:
- not adversely alter or impair any award previously granted except as permitted by the terms of the Equity Incentive Plan;
- be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the Canadian Securities Exchange; and
- be subject to shareholder approval, where required by law, the requirements of the Exchange or the Equity Incentive Plan.

As of the date hereof, an aggregate of 3,000,000 Common Shares, representing approximately 10.2% of the outstanding Common Shares, were issuable pursuant to the stock options granted by the Corporation. After the deemed exercise of the Special Warrants, the stock options will represent 6.6% of the issued and outstanding Common Shares.

Options Granted

As of the date hereof, the Corporation has granted a total of 3,000,000 stock options to its executive officers, directors, employees and consultants.

Group	Number of Common Shares Reserved Under Option	Exercise Price Per Common Share	Expiry Date
Brad Van Den Bussche	750,000	$0. 70	5 Years Following Listing Date
Ian Fraser	700,000	$0. 70	5 Years Following Listing Date
Doug Porter	500,000	$0. 70	5 Years Following Listing Date
Officers as a Group	**1,950,000**		
Eugene Chen	250,000	$0. 70	5 Years Following Listing Date
Mark Cummings	250,000	$0. 70	5 Years Following Listing Date
John Morgan	250,000	$0. 70	5 Years Following Listing Date
Directors as Group	**750,000**		
Employees as Group	**Nil**	N/A	N/A
Consultants as Group	**300,000**	$0. 70	5 Years Following Listing Date

PRIOR SALES

The following table lists the securities issued by the Corporation since the date of its incorporation

Date	Number and Type of Securities	Price per security	Proceeds	Reason for Issuance
Nov. 23, 2018	35,240,074 Common Shares(1)	Nominal	$3,524	Compensation for Services
Dec. 31, 2019	17,940,075 Common Shares(1)	$0.0075(1)	$134,551	Compensation for Services
January 22, 2021	49,980,149(1)	$0.05	Equity	Acquisition
January 27, 2021	8,100,000(1)	$0.05(1)	$405,000	Private Placement
February 2, 2021	1,400,000(1)	$0.05(1)	$70,000	Private Placement
February 11, 2021	5,200,000(1)	$0.05(1)	$260,000	Private Placement
March 15, 2021	12,486,323 NFT Special Warrants	$0.70	$8,740,426	Private Placement
March 15, 2021	3,129,317 FT Special Warrants	$0.77	$2,409,574	Private Placement
March 15, 2021	230,678 NFT Special Warrants	$0.70	Nil	Compensation for Services
March 15, 2021	1,071,669 Compensation Options	N/A	N/A	Compensation for Services

Note:

(1) Prior to consolidation of the Common Shares on a four for one (4:1) basis on February 12, 2021.

The following table lists the securities issued by Fathom Minerals since 2015.

Date	Number and Type of Securities	Price per shares	Proceeds	Reason for Issuance
December 31, 2020	1,875,000	$0.04	$75,000	Conversion of debentures
January 9, 2020	2,776,829	$0.06	$166,611	Compensation for Services
December 31, 2019	888,336	$0.06	$53,300	Private Placement
December 2019	83,333	$0.06	$5,250	Compensation for Services
2018	10,685,131	$0.06	$641,108	Private Placement
2017	3,790,191	$0.07	284,264	Private Placement
2016	11,916,665	$0.05	$625,000	Private Placement
2015	17,964,664	$0.03	$378,233	Private Placement
Total	**49,980,149**		**$2,228,766**	

ESCROWED AND RESALE RESTRICTED SECURITIES

Escrow Requirements Under National Policy 46-201

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as "**NP 46-201**"), all shares of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. On the Listing Date, the Corporation anticipates being an "emerging issuer" as defined in NP 46-201. Therefore, the 6,496,062 Common Shares owned or controlled by principals, including a spouse, are subject to the terms of an escrow agreement (the "**Escrow Agreement**").

The following securities of the Corporation (the "**Escrowed Securities**") are held by, and are subject to the terms of the Escrow Agreement to be entered into prior to the Listing Date, among the Corporation, Odyssey Trust Company as escrow agent, and the Escrowed Securityholders:

Designation of class	Number of securities held in escrow	Percentage of class
Common Shares	6,496,062 (1)	14.3%(2)

Notes:

(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The Transfer Agent is Odyssey Trust Company.

(2) Based on 45,311,393 Common Shares issued and outstanding following the exercise of all the Special Warrants.

As the Corporation anticipates being an "emerging issuer" as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities

18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the Listing Date, with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a "principal" is: (a) a person who has acted as a promoter of the Corporation within two years of the date of this Prospectus; (b) a director or senior officer of the Corporation at the time of this Prospectus; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Corporation's outstanding securities immediately before and immediately after the Corporation's initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Corporation's outstanding securities immediately before and immediately after the Corporation's initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Corporation. A principal's spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Corporation held by such a person will be subject to the escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each principal's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six-month intervals over 18 months. If, within 18 months of the Listing Date, the Corporation meets the "established issuer" criteria, as set out in NP 46- 201, the Escrowed Securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of Escrowed Securities that would have been eligible for release from escrow if the Corporation had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining Escrowed Securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may: (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Corporation's Board of Directors, an individual who is an existing or newly appointed director or senior officer of the Corporation or of a material operating subsidiary of the Corporation; (b) a person that before the proposed transfer holds more than 20% of the voting rights attached to the Corporation's outstanding securities; (c) a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Corporation's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Corporation or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

Pursuant to the terms of the Escrow Agreement, 666,187 Common Shares will be released on the Listing Date and 5,995,688 Common Shares will be held in escrow after the Listing Date and be released in accordance with the terms of the Escrow Agreement.

Contractual Resale Restrictions

The 12,495,037 Common Shares (49,980,149 pre-consolidation) Consideration Shares issued under the Purchase Agreement and the 3,675,000 Common Shares (14,700,000 pre-consolidation) issued under the Private Placement will be subject to hold periods imposed by voluntary contractual resale restrictions and are eligible for release in the amounts and on the dates as set out below:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	10% of the escrowed securities
90 days after the Listing Date	23% of the originally escrowed securities
180 days after the Listing Date	23% of the originally escrowed securities
270 days after the Listing Date	22% of the originally escrowed securities
365 days after the Listing Date	22% of the originally escrowed securities

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus, there are no persons who beneficially own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the directors and executive officers of the Corporation, the name, municipality of residence, age, principal occupation, position held with the Corporation and the date on which the person became a director.

Name, Municipality of Residence and Age	Principal Occupations during past five years	Director or Officer Since	Number and Percentage of Common Shares Beneficially Owned or Controlled Directly or Indirectly	
			As at the Date of this Prospectus[(1)]	Special Warrants
Brad Van Den Bussche Langdon, AB - Age 58	President and CEO of Fathom Minerals and Independent Consulting Professional Geologist.	January 22, 2021	1,908,766	Nil
Ian Fraser Calgary, AB - Age 61	Vice-President Exploration of Fathom Minerals and	January 22, 2021	1,694,192	5,500[(3)]

	Independent Consulting Professional Geologist.			
Mark Cummings(4) Nobleton, ON - Age 58	Businessman.	January 22, 2021	937,500	Nil
John Morgan(4) Victoria, BC - Age 68	Independent Consultant and Corporate Director.	January 22, 2021	729,167	Nil
Eugene Chen(4) Calgary, AB - Age 52	Corporate Finance, Securities and M&A Lawyer.	November 23, 2018	175,000	Nil
Doug Porter Calgary, AB - Age 53	Chief Financial Officer of Fathom Minerals and Independent Consulting Chartered Professional Accountant and Chartered Business Valuator.	December 23, 2020	1,217,250	3,687(3)
Total Securities			**6,661,875**	**9,187**
			Common Shares	**Special Warrants**
			22.6%	**<1.0%**

Notes:
(1) Percentage is based on 29,465,075 Common Shares issued and outstanding as of the date of this Prospectus.
(2) Percentage is based on 45,311,393 Common Shares issued and outstanding following the exercise of all the Special Warrants.
(3) These Special Warrants were purchased by Kimberly Fraser, Ian Fraser's spouse and Sandra Porter, Doug Porter's spouse.
(4) Member of the Audit Committee and Corporate Governance and Compensation Committee of the Corporation.

Term of Office

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

As at the date of this Prospectus, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 6,661,875 Common Shares of the Corporation, which is equal to 22.6% of the Common Shares issued and outstanding as at the date hereof.

Special Warrants

As at the date of this Prospectus, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 3,687 Special Warrants of the Corporation.

Biographical Information

The following is a brief description of the background of the directors and executive officers of the Corporation.

Brad Van Den Bussche - Age 58, President, Chief Executive Officer and Director

Mr. Van Den Bussche has been the President and CEO of the Corporation since January 2021 and President and CEO of Fathom Minerals since May 2015. He is a self-employed Professional Geologist and a registered member in good standing with the Association of Professional Geologists of Alberta.

Mr. Van Den Bussche brings more than 35 years of in-depth experience in the mining and resource business, where he has worked as an exploration geologist, project manager, and executive. Mr. Van Den Bussche graduated with Bachelor of Science (Honors) Geology from the University of Manitoba in 1985. In addition to his role with the Corporation, Mr. Van Den Bussche is also involved as Director of Business Development for the Artisanal Gold Council and Artisanal Gold Enterprises group of companies.

Mr. Van Den Bussche has worked on and managed numerous feasibility studies, exploration programs, due-diligence evaluations, and project assessments in Canada, the United States, Asia, Latin America, and the UK. His experience includes positions in the corporate environment, social enterprises, non-profit organisations and consulting. The last 15 years, he has been mainly involved in corporate management and company financing through his position as director and officer of several junior mining companies. Mr. Van Den Bussche was a founder and VP Exploration for Antioquia Gold Inc., where he was instrumental in the discovery of the Cisneros Gold Mine, which is currently in production in Colombia. Mr. Van Den Bussche held the position of Environmental Manager for Waddy Lake Resources during the operation of the Komis Gold Mine in Saskatchewan, where he was responsible for permitting, environmental compliance and stakeholder relations.

Mr. Van Den Bussche is under contract as President and CEO of the Corporation, and, in his capacity as an officer, will dedicate a minimum of 90% of his time to the affairs of the Corporation. Mr. Van Den Bussche is currently subject to a consulting contract with the Corporation.

Ian Fraser, - Age 61, Vice President Exploration and Director

Mr. Fraser has been the Vice President, Exploration of the Corporation since January 2021 and of Fathom Minerals since May 2015. He is a self-employed Professional Geologist and a registered member in good standing with the Association of Professional Geoscientists of British Columbia, Saskatchewan and Alberta. Mr. Fraser is President of IF Consulting Inc. and through this company contracts his services to the Corporation.

Mr. Fraser brings more than 35 years of in-depth experience in the mining and resource business, holding roles as an exploration geologist, project manager, and consulting geologist providing services to senior and junior exploration companies. He has a Bachelor of Arts degree, Faculty of Science from the University of Western Ontario and a Bachelor of Science degree in Geology from Laurentian University. Mr. Fraser is a self-employed Professional Geologist and a registered member in good standing with the Association of Professional Geoscientists (P. Geo.) of Alberta, Saskatchewan and British Columbia. In addition to his role with the Corporation, Mr. Fraser is also currently Vice President of Exploration of Sassy Resources Corporation, a precious metal focused company exploring in Canada. Over his 35-year career Mr. Fraser has been involved in numerous exploration projects in various capacities for gold, uranium, base metals, nickel-copper + PGE and coal. As Senior Geologist for Antioquia Gold (AGD – TSXV) September 2010 – April 2013 Mr. Fraser supervised the exploration of the company's Cisneros gold project in Colombia. Currently two gold deposits are in production providing significant employment and benefits to the local community. Mr. Fraser was instrumental in the discovery of the Komis Gold Mine SK; Waddy Lake Resources, where he served as Chief Geologist overseeing all exploration and production while the gold mine was in operation. Mr. Fraser brings a wealth of experience in organizing, supervising and implementing exploration programs, inclusive of, procuring contractors, working with contractors and geologists, geophysicists on a variety of geologic settings and models.

Mr. Fraser is under contract as Vice President Exploration of the Corporation, and in his capacity as an officer, will dedicate a minimum of 55% of his time to the affairs of the Corporation over the next several months, eventually increasing to 90% of his time. He is currently subject to a consulting contract with the Corporation.

Doug Porter - Age 54, Chief Financial Officer and Corporate Secretary

Since 1997, Mr. Porter has been an independent specialty business valuation consultant providing valuation and financial consulting services to a broad spectrum of private and public companies throughout Western Canada, through his consulting firm PV&FC Inc. Since 2006 he has also been a director, officer and advisor to a number of private and public companies. Most recently Mr. Porter was CFO and director of Altitude Resources Inc. (ALI-TSXV), a junior coal explorer focused on western Canada (2012 to 2019); CFO and director of Jade Leader Corp. (JADE-TSXV), a junior mineral exploration company (2006 to 2018); CFO of Canex Metals Inc. (CANX-TSXV), a junior gold exploration company (2012 to 2019); CFO and director of North Sur Resources Inc. (now MSET-CSE), a junior mineral exploration company (2011 to 2019). He was also CFO of STIMWRX Energy Services Ltd., a privately-owned oilfield service company (2014 to 2017), prior to its divestiture to a public company competitor. Mr. Porter has a Bachelor of Commerce degree from the University of Calgary and is a Chartered Accountant and a Chartered Business Valuator.

Mr. Porter is under contract as Chief Financial Officer of the Corporation, and in his capacity as an officer, will dedicate a minimum of 80% of his time to the affairs of the Corporation. He is currently subject to a consulting contract with the Corporation.

Mark Cummings - Age 59, Director

Mr. Cummings brings more than 35 years of financial, operational and general management experience to the mining industry. He obtained a Bachelor of Commerce (Honours) from the University of Manitoba and is a Chartered Professional Accountant (CPA, CA). Mr. Cummings is currently President & CEO of Zavida Coffee Company Inc., a private equity owned coffee roaster based in Toronto, Ontario. Prior to Zavida, Mr. Cummings acted as Chief Financial Officer of various private and private equity sponsored companies including the Kingsdown Group and the Kraus Group of Companies (subsequently Roberts Company Canada Limited). His diverse work experience also includes roles in insolvency and restructuring, as a Manager in Coopers & Lybrand's (now PwC) Financial Advisory Services practice.

In his capacity as a director, it is expected Mr. Cummings will dedicate approximately 10% of his time to the affairs of the Corporation. He is not currently subject to any written employment, non-competition or confidentiality agreement with the Corporation

John Morgan - Age 68, Director

Mr. Morgan is a mining executive with over 35 years of broad responsibility in managing both domestic and global mining operations. Recently, he served as President, COO and Director of Atlantic Gold Corporation ("**Atlantic Gold**") where he was responsible for the acquisition, expansion, feasibility studies, and permitting of the Moose River gold property in Nova Scotia. The project was financed by a combination of debt and equity totaling over C$159 million. Subsequently a C$87.4 million fixed price EPC contract was put in place with Ausenco Engineering Canada Inc. to successfully finance construction of the asset - producing 94,000 oz of gold in 2019. In July 2019, Atlantic Gold was acquired by St. Barbara Ltd. (ASX: SBM), an Australian listed company, for C$722 million. Before joining Atlantic Gold, Mr. Morgan had extensive experience managing gold development focused in Central America. Prior to that, he obtained four years of overseas experience as Vice President of Operations for a 7 million tonne per year coal operation in Venezuela. In 2011 while serving on the Board of Grande Cache Coal Corp., Mr. Morgan was appointed to the Special Committee to evaluate the Sale of Grande Cache to Winsway Coking Coal and Maubeni Corp. The total proceeds of the sale were approximately C$1 billion. Previously, Mr. Morgan had twenty-one years of experience in the coal business with Manalta Coal Ltd., including appointment to the position of Vice President and General Manager. Manalta, with seven coal operations, sold 26 million tonnes annually making it the largest coal producer in Canada. In 1997, Manalta was converted to an Income Trust generating C$870 million for Manalta's shareholders. Mr. Morgan has a Bachelor of Science (Geology) from the University of British Columbia.

In his capacity as a director, it is expected Mr. Morgan will dedicate approximately 10% of his time to the affairs of the Corporation. He is not currently subject to any written employment, non-competition or confidentiality agreement with the Corporation

Eugene Chen - Age 52, Director

Mr. Chen is a Partner at McLeod Law LLP with over 25 years of experience as a securities, corporate finance and mergers and acquisitions lawyer and has worked in numerous national and international firms. He is a trusted advisor for emerging and growth-oriented companies on corporate finance, securities and mergers & acquisition matters. Mr. Chen has been a director of several public and private companies. Mr. Chen holds a Bachelor of Science from the University of Alberta and a Bachelor of Laws from the University of British Columbia.

In his capacity as a director, it is expected Mr. Chen will dedicate approximately 5% of his time to the affairs of the Corporation. He is not currently subject to any written employment, non-competition or confidentiality agreement with the Corporation.

Cease Trade Orders

Other than as disclosed below, no director or executive officer of the Corporation, is or has been, within the ten years preceding the date of this Prospectus, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

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

For the purposes of this Prospectus, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Doug Porter was the Chief Financial Officer and a director of North Sur Resources Inc. ("**North Sur**") from January 12, 2011 until December 3, 2019. On May 8, 2017, North Sur was the subject of a cease trade order issued by the Alberta Securities Commission ("**ASC**") for failure to file its annual financial statements and related annual filings for the year ended December 31, 2016. North Sur completed a reorganization and recapitalization in 2020 and the cease trade order was fully revoked on February 24, 2020. As part of the reorganization, North Sur changed its name to Mindset Pharma Inc. and now trades on the CSE. Mr. Porter resigned his positions as CFO and director after the completion and filing of the 2016 financial statements for which the CTO had been issued.

Eugene Chen was a director of Blacksteel Energy Inc. when the ASC, British Columbia Securities Commission ("**BCSC**") and the Ontario Securities Commission ("**OSC**") issued cease trade orders on October 20, 2020, for failure to file its financial statements within the time frame designated under applicable securities legislation. On December 17, 2020, the ASC and the OSC revoked their cease trade orders and on December 21, 2020, the BCSC revoked its cease trade order.

Eugene Chen was a director of CapGain Properties Inc. when the ASC issued a cease trade order on May 5, 2015, for failure to file its financial statements within the time frame designated under applicable securities legislation. A similar order had been issued by the BCSC on February 3, 2015. Mr. Chen resigned as a director of CapGain on December 31, 2017. Both of the cease trade orders were revoked on October 9, 2019.

Bankruptcies

Except as disclosed below, no director or executive officer of the Corporation, or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, is or has been, within the ten years preceding the date of this Prospectus:

(a) a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 individual.

Eugene Chen was a director of Poynt Corporation ("**Poynt**"), a publicly traded technology company involved in the mobile local advertising space. On July 5, 2012, Poynt announced it had filed a Notice of Intention to file a Proposal under the *Bankruptcy and Insolvency Act* (Canada) ("**BIA**"). On October 31, 2012, the Court of Queen's Bench of Alberta terminated the stay of proceedings against Poynt upon application by Hardie & Kelly, the trustee appointed under the BIA and Poynt was deemed to have made an assignment into bankruptcy. Mr. Chen resigned as a director of Poynt on October 31, 2012

Penalties or Sanctions

No director or executive officer of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

Personal Bankruptcies

No director or executive officer of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation or a personal holding company of any such persons 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Conflicts of Interest

There are no existing material conflicts of interest between the Corporation and any Director or officer of the Corporation. Directors and officers of the Corporation may serve as directors and/or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, certain directors of the Corporation may have a conflict of interest in negotiating and conducting terms in respect of any transaction involving such companies. In the event that such conflict of interest arises at a meeting of the Board, a Director who has such a conflict is required to disclose such conflict and abstain from voting for or against the approval of such transaction.

The information as to ownership of securities of the Corporation, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Corporation individually in respect of himself or herself.

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation. The directors and officers of the Corporation are directors and officers of other companies, some of which are in the same business as the Corporation. The directors and officers of the Corporation are required by law to act in the best interests of the Corporation. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Corporation may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Corporation to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Corporation. Such conflicting legal obligations may expose the Corporation to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

General

The following information, dated as of the date of this prospectus, is provided as required under Form 51-102F6V for Venture Issuers (the "**Form**"), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

"**CEO**" means an individual who acted as chief executive officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**named executive officer**" or "**NEO**" means each of the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5), for that financial year;

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

Compensation Discussion and Analysis

Significant Elements

The significant elements of compensation for the Corporation's "Named Executive Officers", being the Chief Executive Officer, the Vice-President Exploration and the Chief Financial Officer will be a cash salary, RSUs and stock options. The Corporation does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Corporation's compensation program. The Board of Directors reviews annually the total compensation package of each of the Corporation's executives on an individual basis.

Cash Salary

The Corporation's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Corporation.

In particular the Chief Executive Officer and Vice-President Exploration's compensation will be determined by time spent on: (i) the Corporation's current mineral property; (ii) reviewing potential mineral properties that the Corporation may acquire; and (iii) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing and preparing the Corporation's financial statements, treasury and corporate finance matters.

Stock Options and Restricted Share Units

The Corporation's Equity Incentive Plan is intended to emphasize management's commitment to the growth of the Corporation. The grant of stock options and RSUs, are key components of the executive compensation package, enabling the Corporation to attract and retain qualified executives. Stock option grants and RSUs are based on the total of equity incentive awards available under the Equity Incentive Plan. In granting stock options and RSUs, the Corporate Governance and Compensation Committee reviews the total available equity incentives under the Equity Incentive Plan and recommends grants to newly retained executive officers at the time of their appointment and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options and RSUs held by an executive are taken into account when determining whether and how new equity awards should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants and RSUs may contain vesting provisions in accordance with the Equity Incentive Plan.

Director and named executive officer compensation, excluding compensation securities

The following table sets forth information about compensation paid to, or earned by, the Corporation's Named Executive Officers and directors during the three-year period from January 1, 2018 to December 31, 2020.

Table of compensation excluding compensation securities[1]							
Name and position	**Year**	**Salary, consulting fee, retainer or Commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of share-based compensation[4] ($)**	**Total compensation ($)**
Eugene Chen, President & Director	2018 2019 2020	Nil Nil Nil	- - -	- - -	- - -	- - -	Nil Nil Nil

Note:
(1) Based on the total compensation paid to the management and directors of the Corporation during the years 2018 through 2020.

The following table sets forth information about compensation paid to, or earned by, the Corporation's Named Executive Officers and directors during the three-year period from January 1, 2018 to December 31, 2020 with Fathom Minerals.

Table of compensation excluding compensation securities[(1)]							
Name and position	Year	Salary, consulting fee, retainer or Commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of share-based compensation[(4)] ($)	Total compensation ($)
Brad Van Den Bussche, President & CEO	2018 2019 2020	42,000 44,290 Nil	- - -	- - -	- - -	5,454 - -	47,454 44,290 -
Ian Fraser, Vice President, Exploration	2018 2019 2020	64,925 42,000 Nil	- - -	- - -	- - -	5,454 - -	70,379 42,000 -
Doug Porter, CFO	2018 2019 2020	24,000 18,000 Nil	- - -	- - -	- - -	1,678 - -	25,678 18,000 -

Notes:

(1) Based on the total compensation paid to the management of Fathom Minerals Ltd. during the years 2018 through 2020. There was no compensation paid to management of Fathom Nickel Inc. during this same period.

(2) Brad Van Den Bussche provides his services as President & CEO of the Corporation through Kaybri Resource Management Ltd., a company of which he is the controlling shareholder and director.

(3) Ian Fraser provides his services as Vice President, Exploration of the Corporation through IF Consulting Inc., a company of which he is the controlling shareholder and director.

(4) Doug Porter provides his services as CFO of the Corporation through Porter Valuations & Financial Consulting Inc., a company of which he is the controlling shareholder and director.

(5) Options were issued to Management, Directors and Consultants of Fathom Minerals in 2018 pursuant to a previous stock option plan.

Stock Option and Other Compensation Securities and Instruments.

As at December 31, 2020, the Corporation had not issued any stock options or RSUs to its Named Executive Officers or directors. See "*Options to Purchase Securities*" for stock options and RSUs issued subsequent to the financial year end.

Employment, Consulting and Management Agreements

The Corporation entered into a management consulting agreement effective March 15, 2021 with Kaybri Resource Management Ltd. whereby Mr. Van Den Bussche agreed to act as Chief Executive Officer of the Corporation and, in consideration of which, the Corporation agreed to pay him $15,000 per month. Mr. Van Den Bussche shall also be entitled, subject to the provisions of the Equity Incentive Plan, to 55,000 RSUs and 750,000 stock options.

The Corporation entered into a management consulting agreement effective March 15, 2021 with IF Consulting Inc. whereby Mr. Fraser agreed to act as Vice President, Exploration of the Corporation and, in consideration of which, the Corporation agreed to pay him $12,000 per month. Mr. Fraser shall also be entitled, subject to the provisions of the Equity Incentive Plan, to 35,000 RSUs and 700,000 stock options.

The Corporation entered into a management consulting agreement effective March 15, 2021 with Porter Valuations & Financial Consulting Inc. whereby Mr. Porter agreed to act as Chief Financial Officer of the Corporation and, in consideration of which, the Corporation agreed to pay him $11,000 per month. Mr. Porter shall also be entitled, subject to the provisions of the Equity Incentive Plan, to 25,000 RSUs and 500,000 stock options.

The following is a summary of the management consulting agreements (collectively, the "**Consulting Agreements**") between the Corporation Kaybri Resource Management Ltd., IF Consulting Inc. and Porter Valuations & Financial Consulting Inc. (the "**Consultants**") which, except for the terms related to compensation set out above, are substantially similar except as otherwise identified below.

Voluntary Termination

In the event a Consulting Agreement is voluntarily terminated by the Consultant, provided that they provide the requisite written notice of termination, they will be entitled to accrued but unpaid fees and expenses to the date of such termination. The Corporation may waive the requisite written notice of termination, in whole or in part.

Death

If a Consulting Agreement is terminated by reason of death of the principal of the Consultant, the Corporation shall pay to the Consultant an amount equal to they will be entitled to accrued but unpaid fees and expenses to the date of such termination.

Disability

If a principal of the Consultant becomes permanently incapacitated and is unable to provide services for the periods specified in the Consulting Agreement, the Consulting Agreement may be terminated by the Corporation by providing them with the following:

(a) if termination occurs on or before the two-year anniversary of the Consulting Agreement, a lump sum payment equal to three times the monthly fee payable to the Consultant pursuant to the Consulting Agreement; or

(b) if termination occurs after the two-year anniversary of the Consulting Agreement, a lump sum payment equal to six times the monthly fee payable to the Consultant pursuant to the Consulting Agreement.

If there is a dispute regarding their ability to perform substantially all of their regular duties or the existence or continuation of their disability, the Corporation may, at its sole expense, require the principal of the Consultant to submit to an examination by a medical doctor licensed to practice medicine, such examinations to be conducted not more frequently than once in any thirty 30-day period.

Termination for Material Default

If a Consulting Agreement is terminated for "material default" (as that term is used in the Consulting Agreements), then the Corporation shall pay to the Consultant any undisputed fees earned and the reimbursable expenses incurred up to the date of termination and no further amounts will be payable to the Consultant and the Consultant shall not be entitled to any additional bonus or incentive award, pro-rata or otherwise.

Termination for Good Reason or Without Cause

If the Consultant provides notice to terminate the Consulting Agreement for Good Reason (as that term is defined in the Consulting Agreement) or if the Corporation terminates the Consulting Agreement for a reason other than material default by, death or permanent incapacity of the Consultant then the following provisions shall apply:

(a) the Corporation shall pay to the Consultant any undisputed fees earned and the reimbursable expenses incurred up to the date of termination;

(b) the Corporation shall pay to the Consultant a lump sum payment equal to the monthly fees payable to the Consultant multiplied by a number of months equal to twelve months, plus one month per full or partial year of service completed by the Contractor with the Company, to a combined maximum of twenty-four months (the "**Termination Period**") and

(c) the Principal shall be entitled to any benefits provided under the Consulting Agreement for a period of one year from the termination date.

Non-Competition

In the event that the Consultant provides notice to terminate the Consulting Agreement for Good Reason (as that term is defined in the Consulting Agreement) or if the Corporation terminates the Consulting Agreement for a reason other than material default by, death or permanent incapacity of the Consultant, then the Consultant shall be subject to a non-competition provision that prohibits the Consultant from being involved with any mineral exploration, exploitation or producing entity involved with nickel or PGE in Canada for a period of time equal to the Termination Period.

Change of Control

If the Consultant provides notice of resignation within 180 days after a Change of Control (as that term is defined in the Consulting Agreement) the following provisions shall apply:

(a) the Corporation shall pay to the Consultant any undisputed fees earned and the reimbursable expenses incurred up to the date of termination;

(b) the Corporation shall pay to the Consultant a lump sum payment equal to the monthly fees payable to the Consultant multiplied by a number of months equal to twelve months, plus one month per full or partial year of service completed by the Contractor with the Company, to a combined maximum of eighteen months; and

(c) the Principal shall be entitled to any benefits provided under the Consulting Agreement for a period of one year from the termination date.

Oversight and Description of Director and NEO Compensation

The Corporation's executive compensation program is administered by the Corporate Governance and Compensation Committee ("**CGCC**"). The CGCC consists of John Morgan (Chair), Mark Cummings and Eugene Chen. Except for Eugene Chen, all of the members of the CGCC are independent within the meaning of NI 52-110.

The CGCC's responsibilities include reviewing and making recommendations to the Board of Directors with respect to adequacy and the form of compensation to all executive officers and directors of the Corporation, making recommendations to the Board of Directors in respect of granting of stock options and RSUs to management, directors, officers and other employees and consultants of the Corporation, and monitoring the performance of the Corporation's executive officers.

Executive compensation awarded to the named executive officers consists of three components: (i) management fees; (ii) restricted share units; and (ii) stock options. The Corporation does not presently have a long-term incentive plan for its named executive officers. There is no policy or target regarding allocation between cash and noncash elements of the Corporation's compensation program.

In setting compensation rates for named executive officers, the Corporation compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable companies. The Corporation's compensation payable to the named executive officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each named executive officer and varies with the amount of time spent by each named executive officer in carrying out his or her functions on behalf of the Corporation. The grant of RSUS and stock options, as a key component of the executive compensation package, enables the Corporation to attract and retain qualified executives. Stock option grants and RSUs are based on the total equity incentives available under the Equity Incentive Plan. In granting stock options and RSUs, the Board of Directors reviews the total equity incentives available under the Equity Incentive Plan and recommends grants to newly retained executive officers at the time of their appointment and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options and RSUs held by an executive are taken into account when determining whether and how new equity incentive grants should be made to the executive. The exercise periods are to be set at the date of grant. RSUs and stock option grants may contain vesting provisions in accordance with the Equity Incentive Plan.

Due to the Corporation being a junior mining issuer and having limited financial resources, compensation is not tied to performance criteria or goals. The Corporation is unaware of any significant events that have significantly affected compensation of its management team and directors.

Pension

The Corporation does not provide any pension benefits for directors or executive officers.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this Prospectus, nor has there been since inception on November 23, 2018 any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Corporation either pursuant to an employee stock purchase program of the Corporation or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Corporation.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

The Corporation is relying on the exemption provided in section 6.1 of NI 52-110 in order to provide the disclosure required under Form 52-110F2 – *Disclosure by Venture Issuers*. Section 6.1 of NI 52-110 provides that the Corporation as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Audit Committee Charter

The Board of Directors has adopted a charter delineating the Audit Committee’s responsibilities, a copy of which is attached to this Prospectus as Schedule “A”.

The mandate of the Audit Committee is to assist the Board of Directors in fulfilling its financial oversight obligations, including the responsibility: (1) to identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation; (2) to monitor the integrity of our financial reporting process and our internal accounting controls regarding financial reporting and accounting compliance; (3) to oversee the qualifications and independence of our external auditor; (4) to oversee the work of our financial management and external auditor; and (5) to provide an open avenue of communication between the external auditors, the Board of Directors and management.

Composition of Audit Committee

The following persons are members of the Corporation’s audit committee:

Eugene Chen	Not Independent	Financially Literate
Mark Cummings (Chair)	Independent	Financially Literate
John Morgan	Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance 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 Corporation's financial statements, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member can be found under the heading "*Directors and Executive Officers*"

Audit Committee Oversight

At no time since the commencement of the Corporation's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Pre-Approval Policies and Procedures

Under its charter, the Audit Committee is required to pre-approve all audit and non-audit services to be performed by the external auditors, together with approval of the engagement letter for all non-audit services and estimated fees thereof. The pre-approval process for non-audit services will also involve a consideration of the potential impact of such services on the independence of the external auditors.

External Auditor Fees

The aggregate estimated fees to be billed to the Corporation for the services provided by BDO Canada LLP, the Corporation's independent auditor for the year ended December 31, 2020 are as follows:

	FM Period ended December 31, 2020	FN Period ended December 31, 2020
Audit Fees	$20,000	$7,500
Audit-Related Fees	$2,500	-
Tax Fees	$5,000	$2,000
Total	$27,500	$9,500

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Corporation. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Corporation's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of five (5) members. Under NI 52-110, an "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a director's independent judgment. Each of John Morgan and Mark Cummings are considered independent directors of the Corporation as they have no ongoing interest or relationship with the Corporation other than serving as a director. The Board of Directors has determined that: (i) Eugene Chen as a partner of McLeod Law LLP, the Corporation's legal counsel; and (ii) Brad Van Den Bussche and Ian Fraser as executive officers of the Corporation; are not considered independent directors.

Although a majority of the Board of Directors are not independent, the two independent directors, Mark Cummings and John Morgan, are Chairs of the Audit Committee and the Corporate Governance and Compensation Committee respectively. Each of these committees are also comprised of a majority of independent directors and provide guidance and supervision on a number of the material activities of management.

In addition, although Eugene Chen is not independent, he is not a member of management and in consultation with Mr. Morgan and Mr. Cummings oversees the activities of the Corporation's executive officers. The Board of Directors have implemented controls with respect to approval on exploration budgets and set limits on general expenditures by management before requiring Board approval.

Directorships

The following directors are also currently directors of the following reporting issuers:

Name of Director	Name of Reporting Corporation	Exchange
John Morgan	Braveheart Resources Inc.	TSX Venture Exchange
Eugene Chen	Discover Wellness Solutions Inc.	Canadian Securities Exchange
	Blacksteel Energy Inc.	TSX Venture Exchange

Orientation and Continuing Education

The Board of Directors provides an overview of the Corporation's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Corporation's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium- and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Corporation. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Corporation and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Corporation'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 of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Corporation.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Corporation. Certain of the directors of the Corporation may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with and are subject to such other procedures and remedies as applicable under the ABCA.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Corporation. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Corporation. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

With respect to compensation, the Corporate Governance and Compensation Committee will: (i) annually review the compensation structure and policies in respect of senior management and recommend any changes to such structure and policies to the Board of Directors for consideration; (ii) recommend any changes to such compensation to the Board of Directors for consideration; and (iii) review the Corporation's incentive compensation and other equity-based plans and recommend changes to such plans to the Board of Directors when necessary, and exercise all authority of the Board of Directors with respect to the administration of such plans; and (iv) annually review directors' compensation and recommend any changes to the Board of Directors for consideration..

Corporate Governance and Compensation Committee

The Corporation has established a Corporate Governance and Compensation Committee. The members of the CGCC are John Morgan (Chair), Mark Cummings and Eugene Chen.

The CGCC will fulfill its responsibility by performing the following primary functions: (i) monitoring the composition and performance of the Board of Directors and its standing committees; (ii) overseeing the development and regular assessment of the Corporation's approach to corporate governance issues, and ensuring that such approach supports the effective functioning of the Corporation with a view to the best interests of the Corporation; (iii) overseeing the development and regular assessment of the Corporation's compensation structure for directors and members of senior management; and (iv) the development and regular assessment of the performance of senior management.

The CGCC will annually review and assess the performance goals and objectives relevant to the CEO, the CFO and other members of senior management and recommend any changes to such goals and objectives to the Board of Directors for consideration. The CGCC will also review and assess the Corporation's succession plan for the CEO, CFO and other members of senior management.

Assessments

As described above, the CGCC will be responsible for overseeing and assessing the functioning of the Board of Directors and the committees of the Board. The CGCC will annually review and evaluate and make recommendations to the Board of Directors with regard to the size, composition and role of the Board of Directors and its standing committees (including any additional committees to be established) and the methods and processes by which the Board of Directors, committees and individual directors fulfill their duties and responsibilities, including the methods and processes for evaluating Board, committee and individual director effectiveness.

There are no other committees of the Board of Directors.

PLAN OF DISTRIBUTION

The Corporation previously completed private placements of a total of 12,486,323 NFT Special Warrants sold at a price of $0.70 per NFT Special Warrant and 3,129,317 FT Special Warrants sold at a price of $0.77 per FT Special Warrant. The price for the Special Warrants was determined by the Corporation based on market conditions and its capital structure. The Special Warrants were distributed pursuant to available prospectus and registration exemptions.

This Prospectus qualifies the distribution in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia of 12,664,001 Units issuable upon the automatic conversion of previously issued NFT Special Warrants in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia and 2,973,387 FT Shares issuable upon the automatic conversion of previously issued FT Special Warrants in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia. There were also 53,000 NFT Special Warrants and 155,930 FT Special Warrants previously issued in Quebec.

The Corporation had advised, and the holders of the Unqualified Special Warrants had acknowledged and agreed that these Special Warrants would not be qualified. Any Units or FT Shares to be issued on exercise of the Unqualified Special Warrants will be subject to resale restrictions for a period of four months and a day following the distribution date of the Unqualified Special Warrants. If the Unqualified Special Warrants are automatically converted following receipt of a (final) Prospectus during the four-month period following their respective distribution dates, 208,930 Underlying Securities will be restricted until July 16, 2021. If the Unqualified Special Warrants are not automatically converted until after July 16, 2021, the Underlying Securities issued on exercise of the Unqualified Special Warrants will not be subject to resale restrictions.

Each NFT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the Units issuable upon the exercise or deemed exercise of the NFT Special Warrants has been issued by the last of the Securities Regulators in the Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the NFT Special Warrant.

Each FT Special Warrant will be deemed to be automatically exercised immediately prior to 5:00 p.m. (Calgary time) on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the FT Shares issuable upon the exercise or deemed exercise of the FT Special Warrants has been issued by the last of the Securities Regulators in the Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the FT Special Warrant.

Each NFT Special Warrant entitles the holder to receive, without additional payment, one Unit of the Corporation. Each Units consists of one Common Share and one-half of a Warrant. Each whole Warrant entitles the holder to acquire one Common Share at an exercise price of $1.00 for a period of 24 months from issuance. The NFT Special Warrant automatically converts into one Unit at the Deemed Exercise Time. If a Receipt for the Prospectus is not issued prior to the Qualification Deadline then each holder of an NFT Special Warrant will be entitled to 1.15 Units per NFT Special Warrant held instead of one (1) Unit upon the exercise or deemed exercise thereof, in accordance with the Special Warrant Indenture, without payment of additional consideration or further action on the part of the NFT Special Warrantholders, subject to adjustment as set out therein.

Each FT Special Warrant entitles the holder to receive, without additional payment, one FT Share. The FT Special Warrant automatically converts into one FT Share at the Deemed Exercise Time.

The Corporation will not receive any additional proceeds with respect to the Units or FT Shares distributed on exercise of the Special Warrants.

The number of Common Shares issuable on exercise of the Special Warrants will be adjusted upon the occurrence of certain events, including any capital reorganization, reclassification, subdivision or consolidation of the capital stock of the Corporation, or any merger, amalgamation or other corporate combination of the Corporation with one or more other entities, or of any other events in which new securities of any nature are delivered in exchange for the issued Common Shares.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

230,678 NFT Special Warrants were issued as compensation for the Corporate Finance Fee, with a value of $161,474.60, representing 1.48% of the total number of Special Warrants issued under the Offering.

Pursuant to the Offering, the Corporation also issued 904,800 Compensation Options to the Agents, 16,069 Compensation Options as finder's fees for subscribers under the Corporation's President's List and 150,800 Compensation Options as an advisory fee to the Agents.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Corporation with its overseeing regulators. No securities are being offered pursuant to this Prospectus and no proceeds will be raised.

Listing of Common Shares

The Canadian Securities Exchange has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all the listing requirements of the Exchange.

IPO Venture Issuer

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

RISK FACTORS

An investment in the Corporation is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Corporation. The Corporation considers the following risks and other factors to be the most significant for potential investors in the Corporation, but the risks listed do not necessarily comprise all those associated with an investment in the Corporation and are set out from most serious to least serious in order of priority. Additional risks and uncertainties not currently known to the Corporation may also have an adverse effect on the Corporation's business.

If any of the following risks actually occur, the Corporation's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline, and investors may lose all or part of their investment.

Exploration and Development

Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for base metals is highly speculative in nature.

The Corporation does not have an interest in any mineral property that presently contains any commercial ore. The Corporation's proposed exploration programs for the Albert Lake Property are exploratory searches for mineralized zones, resources and, if successful, ore reserves. Should any ore reserves exist, substantial expenditures will be required to confirm ore reserves which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. There is no assurance that any mineral resources may be accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals on the Albert Lake Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of silver may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Corporation cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Corporation to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Corporation's financial condition and results of operations.

The Corporation's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The

Corporation's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires (including forest fires), power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) size and quality of mineral deposit; (2) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (3) proximity to infrastructure; (4) availability and costs of financing; (5) ongoing costs of production; (6) market prices for the minerals to be produced; (7) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (8) political climate and/or governmental regulation and control including regulations relating to process, taxes, royalties, land tenure and importing and exporting minerals.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations.

There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Corporation to sell, and profit from the sale of any eventual production from any property in which the Corporation has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Corporation and therefore represent a market risk which could impact the long-term viability of the Corporation and its operations.

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Corporation on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Corporation's exploration programs. There may be other factors that result in delays to the Corporation's exploration programs, including adverse weather.

Additional Requirements for Capital

Substantial additional financing will be required if the Corporation is to be successful in pursuing its ultimate strategy. No assurances can be given that the Corporation will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation, if at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in the Albert Lake Property, incur financial penalties, or reduce or terminate its operations.

Current Market Volatility

The securities markets in the United States and Canada have recently 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 market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation. The value of the Common Shares distributed hereunder will be affected by such volatility.

Illiquidity

The Common Shares are not listed on a stock exchange. Investors should be aware that there may never be a market for the Common Shares and an investor may never realize a return on their investment. The Common Shares, therefore, may not be suitable as a short-term investment.

No Production History

The Albert Lake Property is not a producing property and its ultimate success will depend on its operating ability to generate cash flow from producing properties in the future. The Corporation has not generated any revenue to date and there is no assurance that it will do so in the future.

The Corporation's business operations are at an early stage of development and its success will be largely dependent upon the outcome of the exploration programs that the Corporation proposes to undertake.

Limited Operating History

The Corporation has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Corporation has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Corporation's existing projects. There is no assurance that the Corporation will be able to raise the required funds to continue these activities.

Negative Cash Flow from Operating Activities

The Corporation has no history of earnings and had negative cash flow from operating activities since inception. The Albert Lake Property is in the exploration stage and there are no known mineral resources or reserves and the proposed exploration program on the Albert Lake Property are exploratory in nature. Significant capital investment will be required to achieve commercial production from the Corporation's existing projects. There is no assurance that the Albert Lake Property will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Corporation will be required to obtain additional financing in order to meet its future cash commitments.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Corporation will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after listing on the Exchange. The offering price determined by the Corporation was based upon several factors and may bear no relationship to the price that will prevail in the public market. The holding of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Volatility of Commodity Prices

The market prices of commodities, including nickel, copper, platinum and palladium, are volatile and are affected by numerous factors which are beyond the Corporation's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Sustained downward movements in commodity prices, including nickel, copper, platinum or palladium, could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Corporation.

Title Matters, Surface Rights and Access Rights

While the Corporation has performed its own due diligence with respect to title of the Albert Lake Property, this should not be construed as a guarantee of title. The Albert Lake Property may be subject to prior unregistered agreements of transfer or land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Corporation to the Albert Lake Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Albert Lake Property or the size of the area to which such claims and interests pertain.

Although the Corporation does not anticipate having any issues with respect to surface and access to the Albert Lake Property, there can be no assurance that local ranch owners, property owners or community members will not oppose future exploration activities on the Albert Lake Property.

Governmental Permits and Licensing

In the ordinary course of business, the Corporation and any other entities through which the Corporation may obtain an interest in mineral properties will be required to obtain and renew governmental permits and licenses for the operation and expansion of existing operations or for the commencement of new operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process. The duration and success of the efforts to obtain and renew permits and licenses are contingent upon many variables not within the control of the Corporation including the interpretation of applicable requirements implemented by the permitting or licensing authority. Permits and licenses or the renewals thereof that are necessary to the operations in which the Corporation has an interest, or the cost to obtain or renew permits and licenses, may exceed what the Corporation expects. Any unexpected delays or costs associated with the permitting and licensing process could delay the exploration and development or impede the operation of the Albert Lake Property or any other projects in which the Corporation acquires an interest.

Uninsured Risks

The Corporation, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Corporation is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Corporation also currently has no keyman insurance or property insurance as such insurance is uneconomical at this time. The Corporation will obtain such insurance once it is available and, in the opinion of the Corporation, economical to do so. The Corporation may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

The Corporation is not insured against most environmental risks. Insurance against environmental risks has not been generally available to companies within the mining and exploration industry. Without such insurance, and if the Corporation does become subject to environmental liabilities, the costs of such liabilities would reduce or eliminate the Corporation's available funds or could result in bankruptcy. Should the Corporation be unable to fully fund the remedial costs of an environmental problem, it may be required to enter into interim compliance measures pending completion of the required remedy.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Corporation, including exploration and development activities and commencement of production on the Albert Lake Property or any other mineral properties in which it might acquire an interest require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, mine safety and other matters.

There can be no assurance that all necessary government approvals, which the Corporation may require for future exploration activities or any construction of mining facilities or conduct of mining operations will be obtainable on reasonable terms or at all, or that the terms of such applicable laws and regulations will not have an adverse effect on any exploration or mining project which the Corporation might undertake.

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

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Competition

The Corporation competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

Acquisition of Additional Mineral Properties

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

Potential Profitability Depends Upon Factors Beyond the Control of the Corporation

The potential profitability of mineral properties is dependent upon many factors beyond the Corporation's control. For instance, world prices of and markets for gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs will fluctuate in ways the Corporation cannot predict and are beyond the Corporation's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Corporation.

Smaller Companies

The share price of publicly traded smaller companies can be highly volatile. The value of the Common Shares may go down as well as **up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Common Shares.**

Tax Issues

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

How risk is related to return

Generally, there is a strong relationship between the amount of risk associated with a particular investment, and that investment's long-term potential to increase in value.

Investments that have a lower risk also tend to have lower returns because factors that can affect the value of the investment, the risks, are well known or are well controlled and have already been worked into the price of the investment. On the other hand, investments that could have potentially higher returns if conditions for success are favourable also risk generating equally higher losses if conditions become unfavourable. This is because the factors affecting the value of such investments are unknown or difficult to control.

Personnel

The Corporation has a small management team and the loss of any key individual could affect the Corporation's business. Additionally, the Corporation will be required to secure other personnel to facilitate its exploration program on the Albert Lake Project. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Corporation.

Dependence on Outside Parties

Substantial expenditures are required to establish commercial production on the Albert Lake Property. The Corporation will rely on outside consultants, engineers and others for their development, construction and operating expertise. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Corporation.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Albert Lake Property or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Corporation's operations and/or financial condition.

Conflicts of Interest

All of the Corporation's directors and officers may act as directors and/or officers of other mineral exploration companies. As such, the Corporation's directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, the Corporation's directors and officers may prioritize the business affairs of another company over the affairs of the Corporation.

Dilution

The financial risk of the Corporation's future activities will be borne to a significant degree by purchasers of the Common Shares. If the Corporation issues Common Shares from its treasury for financing purposes, control of the Corporation may change, and purchasers may suffer additional dilution.

Land Claims

Indigenous communities in Saskatchewan may raise land claims over any portion of the Albert Lake Property which may cause legal and governmental disputes which may delay or completely halt exploration on the Albert Lake Property.

Coronavirus (COVID-19)

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

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Corporation, the risks noted above do not necessarily comprise all those potentially faced by the Corporation as it is impossible to foresee all possible risks.

Although the Corporation will seek to minimize the impact of the risk factors, an investment in the Corporation should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

PROMOTERS

Brad Van Den Bussche, Chief Executive Officer, President and director of the Corporation, and Ian Fraser, director of the Corporation, took the initiative in the primary organization of the Corporation and accordingly are each a promoter of the Corporation. Mr. Van Den Bussche owns 1,908,766 Common Shares of the Corporation which is 6.5% of the Common Shares outstanding as of the date of this Prospectus and 4.2% of the Common Shares after exercise of all of the Special Warrants. Mr. Fraser owns 1,694,192 Common Shares of the Corporation which is 5.7% of the Common Shares outstanding as of the date of this Prospectus and 3.7% of the Common Shares after the exercise of all of the Special Warrants. Mr. Fraser's spouse, Kimberly Fraser owns 5,500 NFT Special Warrants as of the date of this Prospectus, which is less than 1% of the outstanding Special Warrants and will be less than 1% of the Common Shares after exercise of all of the Special Warrants. See "*Principal Securityholders*" and "*Directors and Executive Officers*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Corporation is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business. Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(i) penalties or sanctions imposed against the Corporation by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(ii) other penalties or sanctions imposed by a court or regulatory body against the Corporation necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(iii) settlement agreements the Corporation entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set forth below, from incorporation on November 18, 2018 to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Corporation:

(a) any director or executive officer of the Corporation;

(b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Corporation's outstanding voting securities; and

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

Management Agreements

The Corporation has entered into the following management consulting agreements:

1. Kaybri Resource Management Ltd.
2. IF Consulting Inc.
3. Porter Valuations & Financial Consulting Inc.

The details of the above management consulting agreements are set out under the section titled "*Executive Compensation*".

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are BDO Canada, LLP, located at 903 8th Avenue SW, Suite 620, Calgary, Alberta, T2P 0P7.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company, located at 1230 - 300 5th Avenue SW, Calgary, Alberta T2P 3C4.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, Fathom Nickel is not party to any material contracts entered into by the Corporation from incorporation on November 23, 2018 to the date of this Prospectus which are currently in effect and considered to be currently material except as follows:

1. Share Purchase Agreement dated January 6, 2021 between the Corporation and Fathom Minerals Ltd.

2. Agency Agreement.

2. Special Warrant Indenture.

3. Warrant Indenture.

Copies of the material contracts will be available under the Corporation's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names of Experts

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this Prospectus as having prepared or certified a report, valuation, statement or opinion in this Prospectus:

1. Stephen Kenwood, P.Geo and Alanna Ramsay, P. Geo., are each Qualified Person under NI 43-101 who prepared and authored the Technical Report.

2. BDO Canada LLP, auditor of the Corporation, who prepared the independent auditor's report on the Corporation's audited financial statements included in and forming part of this Prospectus, has informed the Corporation that it is independent of the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Interests of Experts

None of the persons set out under the heading "*Experts – Names of Experts*" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Corporation or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

There are no other material facts about the securities being distributed that are not disclosed under any other items and are necessary in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the Underlying Securities to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Province of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia 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. In some provinces, the securities legislation further provides a purchaser with remedies for rescission, revisions of the price, or damages if this Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price 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.

FINANCIAL STATEMENTS

Audited financial statements for the years ended December 31, 2020 and 2019 for Fathom Nickel Inc. are attached as Schedule "B".

Audited financial statements for the years ended December 31, 2020 and 2019 for Fathom Minerals Ltd. are attached as Schedule "C".

The Pro Forma Financial Statements of the Corporation as at December 31, 2020 is attached as Schedule "D".

CERTIFICATE OF THE CORPORATION

Dated: May 13, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Corporation as required by the securities legislation of each of the Provinces of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia.

"Brad Van Den Bussche"	*"Doug Porter"*
Brad Van Den Bussche President, Chief Executive Officer and Director	Doug Porter Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"John R. Morgan"	*"Mark Cummings"*
John R. Morgan Director	Mark Cummings Director

CERTIFICATE OF PROMOTERS

Dated: May 13, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Corporation as required by the securities legislation in each of the Provinces of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia.

"Brad Van Den Bussche"	*"Ian Fraser"*
Brad Van Den Bussche	Ian Fraser
Promoter	Promoter

CERTIFICATE OF THE AGENTS

Dated: May 13, 2021

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 previously issued by the Corporation as required by the securities legislation of each of the Provinces of Alberta, British Columbia, Ontario, Manitoba and Nova Scotia.

ECHELON WEALTH PARTNERS INC.

By: *"Jason Yeung"*
Jason Yeung
Managing Director, Investment Banking

SPROTT CAPITAL PARTNERS LTD.

By: *"David Wargo"*
David Wargo
Managing Director & Head of Investment Banking

SCHEDULE “A”

Audit Committee Charter

CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

The purpose of the audit committee (the "**Committee**") of the board of directors (the "**Board**") of Fathom Nickel Inc. (the "**Corporation**") is to:

(a) assist the Board in fulfilling its responsibility to oversee the Corporation's accounting and financial reporting processes and audits of the Corporation's financial statements;

(b) review the Corporation's financial reports and other financial information, disclosure controls and procedures and internal accounting and financial controls;

(c) review the Corporation's annual and interim financial statements, management's discussion and analysis and news releases relating to the financial performance, financial position or analysis thereon before public release;

(d) serve as an independent and objective party to monitor the Corporation's financial reporting processes and internal control systems;

(e) recommend to the Board the appointment of the external auditors, to be approved by the shareholders, as well as the compensation and retention (and where appropriate, replacement) of the external auditors;

(f) oversee the work of the external auditor in preparing or issuing an audit report or related work, monitor the independence of the external auditor and pre-approve all auditing services and permitted non-audit services provided by the external auditor;

(g) receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting;

(h) review the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation; and

(i) carry out the specific responsibilities set forth below in furtherance of this stated purpose.

2. COMPOSITION AND TERM

Committee members shall be appointed by the Board, and shall serve at the pleasure of the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. The Board shall designate one member as chair of the Committee (the "**Chair**").

The Committee shall be comprised of three or more directors, the majority of whom shall be "independent" and "financially literate", as required by and defined in National Instrument 52-110 – *Audit Committees* ("**NI 52 110**"), subject to any exceptions permitted under NI 52-110.

3. MANDATE AND RESPONSIBILITIES

The Committee's role is one of oversight of the integrity of the Corporation's accounting and financial reporting processes, including internal controls over financial reporting and disclosure control procedures. It is recognized that the Corporation's management is responsible for preparing the financial statements and notes thereto and that the Corporation's external auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders and other stakeholders, for providing an audit opinion on the financial statements and notes.

The mandate and responsibilities of the Committee are as follows:

(a) Appointment of external auditor. The Committee shall have direct responsibility for overseeing the independence of the external auditor, recommending the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Corporation's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation, and to review the performance of the external auditors.

(b) Appointment of Chief Financial Officer and internal auditor. The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Corporation's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.

(c) Accounting policies. The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the external auditor how the Corporation's accounting policies compare with those in the industry. The Committee shall discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles, including all critical accounting policies and estimates used, any alternate treatment of financial information that have been discussed with management, the consequences of use of such alternative treatments and the auditor's preferred treatment, as well as any other material communications with management.

(d) Pre-approval of all audit services and permitted non-audit services. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Corporation by the external auditor, together with approval of the engagement letter for all non-audit services and estimated fees thereof; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized and as permitted under the rules of professional conduct of the Chartered Professional Accountants of Alberta.

(e) Annual audit. In connection with the annual audit of the Corporation's financial statements, the Committee shall:

(i) request from the external auditor a formal written statement outlining all relationships between the external auditor and the Corporation;

(ii) discuss with the external auditor any disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor;

(iii) approve the selection and the terms of the engagement of the external auditor;

(iv) review with management and the external auditor the audited financial statements to be filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards;

(v) perform the procedures set forth under the heading "Financial reporting procedures" below with respect to the annual financial statements;

(vi) review with the Corporation's counsel, external auditors and management any legal or regulatory matter that could have a significant impact on the Corporation's financial statements;

(vii) review and make recommendations with respect to any litigation, claim or contingency that could have a material effect upon the financial position of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee; and

(viii) review with management and the external auditor the Corporation's critical accounting policies and estimates.

(f) Financial reporting procedures. In connection with the Committee's review of each reporting of the Corporation's annual financial information, the Committee shall:

(i) discuss with the external auditor whether all material correcting adjustments identified (if any) by the external auditor in accordance with IFRS and the rules of the applicable securities regulators, as may be amended from time to time, are reflected in the Corporation's financial statements;

(ii) review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences (if any);

(iii) review with management and the external auditor any significant financial or other arrangements of the Corporation which do not appear on the Corporation's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements; and

(iv) resolve any disagreements, if any, between management and the external auditor regarding financial reporting.

(g) Review of Interim Financial Statements and related documents. The Committee shall review the interim financial statements and related management's discussion and analysis with the auditor and management, and if satisfied that the interim financial statements and related management's discussion and analysis meet the applicable accounting and legal standards, recommend to the Board that it approve the interim financial statements and accompanying management's discussion and analysis.

(h) Review of Other Documents. The Committee shall ensure all material public documents relating to the financial performance, financial position or analysis thereon are reviewed by the Committee or another appropriate committee, as designated by the Board. Such documents would include, but not be limited to, interim financial statements and the annual information form (if any). In certain cases, involving timing constraints to file disclosure documents, the Committee may designate the responsibility for review to any two members of the Committee. The Committee shall review and monitor practices and procedures adopted by the Corporation to ensure compliance with applicable listing requirements, laws, regulations and other rules, and where appropriate, make recommendations or reports thereon to the Board.

(i) Insurance coverage. The Committee shall review and make recommendations regarding insurance coverage (annually or as may be otherwise appropriate).

(j) Charter*.* The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4. MEETINGS AND PROCEDURES

4.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by the Chair. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively and shall, in any event, meet at least once per quarter.

4.2 Quorum

Unless otherwise determined by the Committee, two or more members of the Committee shall constitute a quorum.

4.3 Attendance

The Committee may invite such officers, directors or employees of the Corporation, external auditors, insurance agents and brokers, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

4.4 Chair

The Chair shall preside at all meetings of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised. In case of an equality of votes on any matter voted on by the Committee, the Chair shall have a second casting vote.

4.5 Decisions

Decisions of the Committee (by way of majority votes) shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

4.6 Secretary and Minutes

The Chair shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, redacted as may be determined necessary by the Chair to remove any sensitive personnel information not otherwise material to the Board.

4.7 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, tax, technical and accounting advisors, and establish the compensation of such advisors.

4.8 Reporting to the Board

The Committee shall report to the Board on such matters and questions relating to the mandate and activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

4.9 Complaints

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

5. RESOURCES AND AUTHORITY

The Committee is granted all authority required by NI 52-110, including without limitation the authority to:

(a) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation;

(b) engage independent legal, tax, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; and

(c) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Corporation or the Corporation's counsel or other advisors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Corporation shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

This Charter is not intended to give rise to civil liability or legally binding obligation on the part of the Committee, the Corporation or its directors or officers to shareholders, other security holders, customers, suppliers, competitors, employees or other persons or to any other liability whatsoever on their part.

Effective Date: March 25, 2021

SCHEDULE “B”

Audited financial statements of the Corporation for the years ended December 31, 2020 and 2019

FATHOM NICKEL INC.

AUDITED ANNUAL FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED

DECEMBER 31, 2020 and 2019

Tel: 403 266 5608
Fax: 403 233 7833
www.bdo.ca

BDO Canada LLP
903 – 8th Avenue SW, Suite 620
Calgary AB T2P 0P7
Canada

Independent Auditor's Report

To the Shareholders of Fathom Nickel Inc.

Opinion

We have audited the financial statements of Fathom Nickel Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2020 and 2019 and as at January 1, 2019, and the statements of loss and comprehensive loss, changes in equity, and cash flows for the years ended December 31, 2020 and 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019 and as at January 1, 2019, and its financial performance and its cash flows for the years ended December 31, 2020 and 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company incurred a net loss of $12,962 during the year ended 2020 and an accumulated deficit of $151,213 as at December 31, 2020. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- The information included in the Management Discussion & Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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, or otherwise appears to be materially misstated.

We obtained the Management Discussion & Analysis prior to the date of this auditor's report. 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 in this auditor's report. 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, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

BDO Canada LLP

Chartered Professional Accountants

Calgary, Alberta
May 13, 2021

FATHOM NICKEL INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

		Dec 31, 2020		Dec 31, 2019		Jan 1, 2019
ASSETS						
Current						
Cash	$	-	$	-	$	-
LIABILITIES AND SHAREHOLDERS' EQUITY						
Liabilities						
Current						
Accounts payable and accrued liabilities	$	**13,138**	$	176	$	176
Equity						
Share capital (Note 4)		**138,075**		138,075		3,524
Deficit		**(151,213)**		(138,545)		(3,700)
	$	**(13,138)**	$	(176)	$	(176)
	$	-	$	-	$	-

Going concern (Note 2)
Subsequent event (Note 12)

On Behalf of the Board of Directors

"Signed"

Eugene Chen, Director

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

FATHOM NICKEL INC.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		Year Ended December 31, 2020		Year Ended December 31, 2019
EXPENSES				
Professional fee (Note 9)	**$**	**12,962**	$	**-**
Corporate finance consulting		**-**		134,551
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	**$**	**12,962**	$	134,551
Net loss per share (Note 10)	**$**	**0.00**	$	0.02
Weighted average outstanding shares		**13,295,037**		8,787,211

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

FATHOM NICKEL INC.
STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY
(Expressed in Canadian Dollars)

	Number of Shares		Share Capital		Deficit		Shareholders' Equity
Balance, December 31, 2018	**8,810,019**	**$**	**3,524**	**$**	**(3,700)**	**$**	**(176)**
Shares issued for settlement of debt	4,485,019		134,551		-		134,551
Loss for the period	-		-		(134,551)		(134,551)
Balance, December 31, 2019	**13,295,037**	$	**138,075**	**$**	**(138,251)**	**$**	**(176)**
Loss for the period	-		-		(12,962)		(12,962)
Balance, December 31, 2020	**13,295,037**	$	**138,075**	**$**	**(151,213)**	**$**	**(13,138)**

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

FATHOM NICKEL INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

	December 31, 2020	December 31, 2019
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss	$ **(12,962)**	$ (134,551)
Items not affecting cash:		
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	**12,962**	134,551
Net cash used in operating activities	**-**	-
Increase in cash for the period	**-**	-
Cash, beginning of period	**-**	-
Cash, end of period	$ **-**	$ -

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

1. NATURE OF OPERATIONS

Fathom Nickel Inc. (formerly "2157365 Alberta Ltd.") (the "Company") was incorporated under the *Business Corporations Act* (Alberta) on November 23, 2018. Its head office is located #500, 707 – 5th Street SW, Calgary, Alberta, T2P 0Y3. The Company has not commenced commercial operations. The Company does not intend to carry on any business other than the identification and evaluation of assets or businesses with a view to completing an acquisition.

These financial statements were authorized for issue by the Board of Directors on May 13, 2021.

2. BASIS OF PRESENTATION

Statement of compliance with International Financial Reporting Standards

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretation as made by the International Accounting Standards Interpretation Committee ("IFRIC"), including IFRS 1, First Time Adoption of International Financial Reporting Standards.

The Company adopted IFRS on January 1, 2019 and did not apply any optional elections on first time adoption. This is the Company's first set of financial statements prepared in accordance with IFRS, having previously prepared its financial information on a cash basis.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 11.

Basis of measurement and going concern

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Company's ability to repay its loans and to provide working capital for normal operations is dependent upon the ability of the Company to continue to secure financial support from equity markets (both public and private); as well as the ability to complete future equity financings. The Company has a history of losses, with an accumulated deficit of $151,213 as at December 31, 2020. The Company is dependent on its ability to raise additional funds through equity financing in order to meet the Company's current liabilities and continue exploring its mineral resources. As there is no assurance the Company will be successful in these efforts, these conditions result in material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

See Note 12, Events After the Reporting Period, for a description of the corporate reorganization and financing completed by the Company subsequent to the reporting date.

Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

2. BASIS OF PRESENTATION (Continued)

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

Income taxes
The Company follows the liability method for calculating deferred taxes. Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make significant judgments and estimates related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction.

3. SIGNIFICANT ACCOUNTING POLICIES

Share issue costs
Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Share based compensation
The Company has a compensation plan where it has issued stock options to directors, officers and employees. Compensation costs attributable to stock options granted are measured at fair value at the date of grant, using the Black Scholes option pricing model, and are expensed over the vesting period, using a graded vesting schedule, with a corresponding increase in contributed surplus. When stock options are exercised, the cash proceeds together with the amount previously recorded as contributed surplus is recorded to share capital. The calculation does not include an estimated forfeiture rate for stock options as the Company expects minimal staff turnover.

Financial instruments
Financial liabilities include accounts payable and accrued liabilities which are classified and measured at amortized cost.

Income taxes
Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. 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 reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

(Expressed in Canadian Dollars)

4. SHARE CAPITAL

Authorized

The authorized share capital of the Company consists of an unlimited number of Class A common shares.

Issued

During the period from incorporation on November 23, 2018 to December 31, 2018, the Company issued 8,810,019 common shares at a price of $0.0004 per share in settlement of amounts due related to consulting services performed.

In December 2019, the Company issued 4,485,019 common shares at a price of $0.003 per share in settlement of amounts due related to consulting services performed. The cost of the services had been accrued in the accounts of the Company and expensed as fees based on market rates for services of that nature.

5. KEY MANAGEMENT COMPENSATION

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and members of the Board of Directors.

There has been no compensation paid to key management since inception of the Company.

6. INCOME TAXES

	December 31, 2020	December 31, 2019
Loss before income taxes	$(12,962)	$(134,551)
Expected income tax recovery at 23.5% (2019 – 24%)	(3,046)	(32,292)
Change in unrecognized deferred tax assets	3,046	32,292
Income tax provision (recovery)	$ -	$ -

The Company has available for deductions against future taxable income, non-capital losses of approximately $151,000. These losses, if not utilized will expire between 2038 and 2040.

7. CAPITAL DISCLOSURE AND MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its general and administrative expenses, working capital and overall capital expenditures. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

There were no changes in the Company's approach to capital management during the years ended December 31, 2020 and 2019. The Company is not subject to externally imposed capital requirements.

8. FINANCIAL RISK MANAGEMENT

As at December 31, 2020 and 2019, the Company does not have any derivative financial assets or liabilities.

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

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

The fair value of the Company's accounts payable and accrued liabilities approximate their carrying value.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company is dependent on obtaining regular financing or issuing equity to settle amounts owned. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company is exposed to liquidity risk.

b) *Market ri*sk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. Market risk is not material to the Company's current financial position.

9. RELATED PARTY TRANSACTIONS

The Company has engaged a director who is a partner in a law firm to act as its legal advisor and to assist in the administration and submissions for the financial reporting requirements. The Company has been invoiced approximately $12,962 by the law firm for services provided during the year ended December 31, 2020. Those amounts are outstanding at year end and are included in accounts payable and accrued liabilities.

10. LOSS PER SHARE

The calculation of basic loss per share for the period ended December 31, 2020 of Nil (2019 – $0.02) was based on the loss attributable to shareholders of the Company of $12,962 (2019 - $134,551), and a weighted average number of ordinary shares of 13,295,037 (2019 – 8,787,211).

11. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company's financial statements for the year-ending December 31, 2020 are the first annual financial statements that are prepared in accordance with IFRS. IFRS 1, First Time Adoption of International Financial Reporting Standards, requires that comparative financial information be provided. As a result, the first date at which the Group has applied IFRS was January 1, 2019 (the "Transition Date"). IFRS 1 requires first-time adopters to retrospectively apply all effective IFRS standards as of the reporting date, which for the Company is December 31, 2020. However, it also provides for certain optional exemptions and certain mandatory exceptions for first time IFRS adoption. Prior to transition to IFRS, the Company prepared its financial statements in accordance with a cash basis of accounting.

MANDATORY EXCEPTIONS

Estimates

The estimates previously made by the Company were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result, the Company has not used hindsight to revise estimates.

RECONCILIATIONS OF PRE-CHANGEOVER EQUITY AND COMPREHENSIVE INCOME TO IFRS

IFRS 1 requires an entity to reconcile equity, comprehensive income and cash flows for prior periods. There were no changes made to the statements of financial position or the statement of comprehensive income, therefore no reconciliation has been prepared.

12. SUBSEQUENT EVENTS

a) On January 6, 2021, the Company entered into a Share Purchase Agreement ("**SPA**") with Fathom Minerals Ltd. ("**FML**") whereby the Company would acquire 100% of the issued and outstanding common shares of FML in exchange for one share of the Company. All terms and conditions of the SPA were met on January 22, 2021 and the transaction closed on that date. The directors of FML were appointed as directors of the Company upon the closing of the SPA and, likewise, the senior management of the FML were retained by the Company to continue to provide their services as senior officers.

b) On February 12, 2021 the outstanding common shares of the Company were consolidated on a four-for-one (4:1) basis. The share consolidation has been presented throughout the financial statements retroactively and all equity related issuances are presented on a post consolidation basis.

c) Starting January 27, 2021 and finishing on February 11, 2021, the Company completed three tranches of private placements consisting of 3,675,000 common shares at a price of $0.20 per share for gross proceeds of $735,000.

d) On January 25, 2021, the Company entered into an engagement letter with Echelon Wealth Partners Inc. to market, on a "best efforts" basis, an equity financing of up to $5,000,000 by way of Special Warrant (the "financing"). On March 15, 2021, the Company closed the financing through the issuance of 12,486,323 special warrant units at a price of $0.70 per unit and 3,129,317 flow-through shares at a price of $0.77 per share for total gross proceeds of $11,150,000. Each special warrant unit is comprised of one common and one-half common share purchase warrant. Each full warrant is exercisable into one share of the Company at a price of $1.00 per share and exercisable for a period of 2 years from the date of listing of the Company on a recognized Canadian stock exchange.

SCHEDULE "C"

Audited financial statements of Fathom Minerals for the years ended December 31, 2020 and 2019

FATHOM MINERALS LTD.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars, unless otherwise stated)

FOR THE YEARS ENDED DECEMBER 31, 2020 and 2019

Tel: 403 266 5608
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BDO Canada LLP
903 – 8th Avenue SW, Suite 620
Calgary AB T2P 0P7
Canada

Independent Auditor's Report

To the Shareholders of Fathom Minerals Ltd.

Opinion

We have audited the financial statements of Fathom Minerals Ltd. (the Company), which comprise the statement of financial position as at December 31, 2020 and 2019 and as at January 1, 2019, and the statements of loss and comprehensive loss, changes in equity, and cash flows for the years ended December 31, 2020 and 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019 and as at January 1, 2019, and its financial performance and its cash flows for the years ended December 31, 2020 and 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2.2 in the financial statements, which indicates that the Company incurred a net loss of $31,234 during the year ended 2020 and an accumulated deficit of $608,326 as at December 31, 2020. As stated in Note 2.2, these events or conditions, along with other matters as set forth in Note 2.2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- The information included in the Management Discussion & Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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, or otherwise appears to be materially misstated.

We obtained the Management Discussion & Analysis prior to the date of this auditor's report. 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 in this auditor's report. 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, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

BDO Canada LLP

Chartered Professional Accountants

Calgary, Alberta
May 13, 2021

STATEMENTS OF FINANCIAL POSITION

AS AT

	Note		Dec 31, 2020		Dec 31, 2019		Jan 1, 2019
ASSETS							
Current assets							
Cash and cash equivalents	7		**9,270**		87,221		29,022
Marketable securities			**-**		17,500		75,840
Goods and services tax receivable	8		**20,113**		17,669		89,003
Deposits and prepaids			**5,000**		-		2,712
			34,383		122,390		196,577
Non-current assets							
Exploration and evaluations asset	6	$	**1,483,587**	$	1,398,979	$	1,399,838
			1,483,587		1,398,979		1,399,838
Total assets		$	**1,517,970**	$	1,521,369	$	1,596,415
EQUITY AND LIABILITIES							
Current liabilities							
Accounts payable and accrued liabilities			**35,713**		245,720		214,032
Due to directors	12		**1,991**		6,825		102,485
			37,704		252,545		316,517
Total liabilities			**37,704**		252,545		316,517
Equity							
Share capital	9	$	**1,994,392**	$	1,751,716	$	1,694,066
Contributed surplus	9		**94,200**		94,200		94,200
Deficit			**(608,326)**		(577,092)		(508,368)
			1,480,266		1,268,824		1,279,898
Total equity and liabilities		$	**1,517,970**	$	1,521,369	$	1,596,415
Commitments	13						
Events after the reporting year	15						

Approved on behalf of the Board on May 13, 2021:

(Signed)
———————————
Mark Cummings, Director

(Signed)
———————————
John Morgan, Director

The accompanying notes are an integral part of these financial statements

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2020 and 2019

	Note		**2020**		2019
Expenses					
Legal fees		$	**13,900**	$	2,619
Travel			**5,038**		3,056
Interest	12		**4,192**		4,340
Meals & entertainment			**2,249**		1,784
Conferences, memberships & subscriptions			**2,127**		238
Office supplies			**1,731**		1,659
Bank charges			**114**		291
Administrative consulting fees			**-**		62,290
Insurance			**-**		257
Operating loss			**29,351**		76,534
Gain on sale of marketable securities			**(2,882)**		(7,810)
Accretion expense	12		**4,765**		-
Net loss and comprehensive loss			**31,234**		**68,724**
Net loss per share	11	$	**0.00**	$	**0.00**
Weighted average outstanding shares			**48,049,424**		44,359,313

The accompanying notes are an integral part of these financial statements

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020 and 2019

		Share Capital Common Shares		Contributed		
	Note	Number	Amount	surplus	Deficit	Total
Balance, December 31, 2018		44,356,651	$ 1,694,066	$ 94,200	$ (508,368)	$ 1,279,898
Flow-through share issue for cash, net of share issuance costs	9	888,336	52,400	-	-	52,400
Share issue for service	9	83,333	5,250	-	-	5,250
Loss and comprehensive loss		-	-	-	(68,724)	(68,724)
Balance, December 31, 2019		45,328,320	$ 1,751,716	$ 94,200	$ (577,092)	$ 1,268,824
Share issue for services, net of share issuance costs	9	2,776,829	162,911	-	-	162,911
Equity component of the convertible debenture		-	-	15,000	-	15,000
Share issue on debenture conversion	9	1,875,000	79,765	(15,000)	-	64,765
Loss and comprehensive loss		-	-	-	(31,234)	(31,234)
Balance, December 31, 2020		**49,980,149**	**$ 1,994,392**	**$ 94,200**	**$ (608,326)**	**$ 1,480,266**

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

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020 and 2019

	Note		2020		2019
Cash flows from operating activities					
Net loss for the year		$	**(31,234)**	$	(68,724)
Add back / Deduct non cash expenses					
Accretion expense			**4,765**		-
Gain on sale of marketable securities			**(2,882)**		(7,810)
			(29,351)		(76,534)
Working capital changes					
Goods and services tax receivable	8		**(2,444)**		71,334
Prepaids and deposits			**(5,000)**		2,712
Accounts payable and accrued liabilities			**(43,397)**		36,938
Cash flows used in operating activities			**(80,192)**		34,450
Cash flows provided by (used in) from investing activities					
Saskatchewan Targeted Mineral Exploration Incentive			**-**		50,000
Proceeds from the sale of marketable securities			**20,383**		66,150
Exploration and evaluation assets	6		**(84,608)**		(49,141)
Cash flows used in investing activities			**(64,225)**		67,009
Cash flows provided by (used in) from financing activities					
Expenses related to financing activities					
Issue of common shares for cash, net of share issuance costs	9		**(3,700)**		52,400
Issue of debentures	9		**75,000**		-
Repayment of amounts due to directors	12		**(4,834)**		(95,660)
Cash provided by financing activities			**66,466**		(43,260)
Net change in cash			**(77,951)**		58,199
Cash, beginning of the year			**87,221**		29,022
Cash, end of the year		$	**9,270**	$	87,221

Non-cash investing and financing activities, see Note 9

1. REPORTING ENTITY

Fathom Minerals Ltd. (the "Company") is an exploration stage company engaged in locating, acquiring and exploring for base and precious metals in Canada. The Company was incorporated pursuant to the Business Corporations Act (Alberta) on April 27, 2012. The Company is privately-held.

The address of the Company's corporate office and principal place of business is #104, 1240 – Kensington Road NW, Calgary, Alberta, T2N 3P7.

The financial statements were authorized for issue by the board of directors on May 13, 2021.

2. BASIS OF PRESENTATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretation as made by the International Accounting Standards Interpretation Committee ("IFRIC"), including IFRS 1, First Time Adoption of International Financial Reporting Standards.

The Company adopted IFRS from the date of incorporation and as such did not apply any optional elections on first time adoption. This is the Company's first set of financial statements prepared in accordance with IFRS,

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 14.

2.2 Basis of measurement and going concern

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The business of exploring for mineral resources involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable operations. The Company's ability to repay its loans, to meet its obligations arising from exploration and development activity and to provide working capital for normal operations is dependent upon the existence of economically recoverable reserves; the ability of the Company to continue to secure financial support from equity markets (both public and private); the ability to complete future equity financings; as well as the ability to generate future profitable production or proceeds from the disposition of its properties. The Company has a history of losses, with an accumulated deficit of $608,326 as at December 31, 2020. The Company is dependent on its ability to raise additional funds through equity financing in order to meet the Company's current liabilities and continue exploring its mineral resources. As there is no assurance the Company will be successful in these efforts, these conditions result in material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

See Note 15, Events After the Reporting Period, for a description of the corporate reorganization and financing completed by the Company subsequent to the reporting date.

2. BASIS OF PRESENTATION (continued)

Uncertainty due to the COVID-19 pandemic

During and subsequent to the year, there was a continued global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. Uncertainties may continue to arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the full extent of the impact is unknown, we anticipate this outbreak may cause additional negative impacts on the Company's business and financial condition.

2.3 Functional and presentation currency

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

3. ACCOUNTING POLICIES:

3.1 Financial instruments

Details of classifications of financial instruments are discussed below.

Recognition and initial measurement

Financial instruments are initially measured at fair value, net of transaction costs, other than financial instruments classified as fair value through profit and loss ("FVTPL"). On initial recognition, financial assets are classified in the following measurement categories: amortized cost, FVTPL, or fair value through other comprehensive income ("FVOCI"). The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified in the following measurement categories: fair value through profit or loss, or amortized cost.

i) Classification and Measurement: IFRS 9 requires to classify and measure financial assets based on their contractual cash flow characteristics and the Company's business model for the financial asset. All financial assets and financial liabilities, including derivatives, are recognized at fair value on the Statements of Financial Position when the Company becomes party to the contractual provisions of a financial instrument or non-financial derivative contract. Subsequent to initial recognition, financial assets must be classified and measured at either amortized cost, FVTPL, or at FVTOCI.

Classification and subsequent measurement

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

3. ACCOUNTING POLICIES (continued)

	Classification	Subsequent Measurement
Cash and cash equivalent Accounts payable and accrued liabilities Due to directors	Amortized cost	Amortized cost, using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Market securities	FVTPL	Net gains and losses, including interest or dividend income are recognized in profit or loss.

Modifications to financial liabilities measured at amortized cost occur when the cash flows are modified without resulting in derecognition. The carrying value of the liability is adjusted to the present value of the modified cash flows, discounted at the financial liability's original effective interest rate, with a resulting gain or loss recognized in net income.

Financial assets impairment

ii) Impairment of Financial Assets: IFRS 9 introduced an impairment model for financial assets measured at amortized cost as well as certain other instruments. The expected credit loss model requires entities to account for expected credit losses on financial assets at the date of initial recognition, and to account for changes in expected credit losses at each reporting date to reflect changes in credit risk.

The Company recognizes an allowance for expected credit losses ("ECL") on financial assets based on a 12-month ECL or lifetime ECL. ECL are probability-weighted estimates of credit losses, which are measured at the present value of the difference between the cash flow due to the Company and the cash flow that the Company expects to receive. ECL are discounted at the effective interest rate of the financial assets.

Financial assets considered to have low credit risk have an impairment provision recognized during the year limited to 12-month ECL. When credit risk has increased significantly, subsequent to initial measurement, the allowance is based on the lifetime ECL.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using 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 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on 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);
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3. ACCOUNTING POLICIES (continued)

Cash is recorded at fair value based on a Level 1 designation.

Marketable securities is recorded at fair value based on a Level 1 designation.

Fair value less costs of disposal, when used to test the recoverable amounts of exploration and evaluation assets is based on a Level 3 valuation model.

There were no changes to the fair value designations for the above financial instruments during the year.

Common shares:

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

3.2 Significant accounting estimates and judgments

The preparation of these financial statements in compliance with IFRS 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.

Critical accounting estimates:

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:

- The fair value of stock options issued in conjunction with the issuance of the Company's common shares and the fair value of stock options using the Black Scholes option pricing model;
- Management assumption of no material restoration, rehabilitation and environmental costs, based on the facts and circumstances that existed during the period;
- The recoverability of deferred tax assets and liabilities;
- The going concern assumption and judgement in evaluating the existence of material uncertainties and any significant doubt regarding the Company's ability to continue as a going concern; and
- The fair value of the liability component of debt that has conversion feature or is non-arm's length

3. ACCOUNTING POLICIES (continued)

Critical accounting judgments:

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assumptions made by management.

Management has determined that exploration and evaluation costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits in order to determine if there are indicators of impairment..

3.3 Income taxes

The Company uses the Asset and Liabilities method to determine income tax and deferred tax.

Income tax expense is comprised of current and deferred tax expense. Current tax expense is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax assets and liabilities are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes and are presented as non-current liabilities.

Income tax expense is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity. Income taxes are calculated using the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and for tax losses and other deductions carried forward.

Deferred income tax assets and liabilities are calculated using substantively enacted tax rates expected to apply when the asset is realized, or the liability is settled. An asset is recognized on the statement of financial position when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably. The effect on deferred tax assets and liabilities of changes in tax rates are recognized in income in the period in which the change is substantively enacted.

Deferred taxes are not recognized for the following temporary differences: 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, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

3.4 Flow-through shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. These shares transfer the tax deductibility of the qualifying resource expenditures to investors. On issuance, the Company splits the flow-through shares into: i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a tax liability; and ii) share capital. When expenses are renounced with the appropriate tax filings made in a prescribed manner to the Government of Canada, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

3. ACCOUNTING POLICIES (continued)

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-though proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

3.5 Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production 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 account of the asset, as soon as the obligation to incur such costs arises. 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 a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage, which are created on an ongoing basis during production, are accounted for at their net present values and charged against profits as extraction progresses.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flow, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case the amount of the excess is recognized in the statement of operations.

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases and changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

The Company has no material restoration, rehabilitation and provision as at December 31, 2020 (December 31, 2019 - Nil).

3.6 Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material provisions as at December 31, 2020 (December 31, 2019 - Nil).

3. ACCOUNTING POLICIES (continued)

3.7 Exploration and evaluation asset

i) Pre-exploration costs

Pre-exploration costs are expensed in the year in which they were incurred. Pre-exploration costs are those incurred prior to obtaining the legal right to explore.

ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation ("E&E") expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

iii) Developed and producing properties

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as property, plant and equipment. Once commercial production has commenced, these costs are amortized using the units-of-production method based on proven and probable reserves. Production facilities and equipment are stated at cost and will be depreciated using the units-of-production method at rates sufficient to depreciate the assets over their estimated useful lives, not to exceed the life of the mine to which the assets relate.

3.8 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

3. ACCOUNTING POLICIES (continued)

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ("cash-generating unit" or "CGU"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset or its CGU's exceed its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGU's are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (Company of units) on a pro rata basis.

3.9 Revenue recognition

The Company currently has no revenue from active mining operations.

3.10 Loss per share

The calculation of basic loss per share is based on loss for the year divided by the weighted average number of common shares outstanding for the year. Diluted loss per share is equal to basic loss per share as the effect of potentially dilutive options and warrants would be anti-dilutive as the Company is in a loss position.

3.11 Comprehensive income

Comprehensive income is the change in equity (net assets) of the Company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes to equity during a year except those resulting from investments by owners and distributions to owners. Comprehensive income is comprised of net income (loss) for the period and other comprehensive income (loss). This standard requires certain gains and losses that would otherwise be recorded as part of net earnings to be presented in "other comprehensive income" until it is considered appropriate to recognize into net earnings.

The Company had no comprehensive income or loss transactions, other than its net loss, presented in the Statements of Loss and Comprehensive Loss, nor has the Company accumulated other comprehensive income during the periods that have been presented.

3.12 Share-based payments

Where equity-settled share options are awarded to employees and consultants, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

3. ACCOUNTING POLICIES (continued)

Where the terms and conditions of options are modified before they vest, any unrecognized expense is recognized immediately. In addition, the incremental fair value of the options, measured as the difference between the fair value immediately before and after the modification, is charged to the statement of operations and comprehensive loss over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received in the statement of operations and comprehensive loss, unless they are an expenses directly related to the issuance of the shares. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by reference to the fair value of the equity instruments issued.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount previously recognized in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company accounts for the cancellation as an acceleration of vesting and recognizes immediately the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the

cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

3.13 Government incentives

The Company is entitled to the refundable Saskatchewan Targeted Mineral Exploration Incentive (“TMEI”) grant as a result of incurring qualifying mineral exploration expenses in Saskatchewan. These amounts are recognized when the amount to be received can be reasonably estimated and collection is reasonably assured. Once recovered, these amounts are treated as a reduction to the carrying value of mineral properties.

3.14 Changes to significant accounting policies

There have been no significant changes in accounting policies applicable for the current year.

Future accounting changes

We have assessed the following new standards and interpretations as having a possible impact on us in the future. We intend to adopt these standards and interpretations, if applicable, as at the required effective dates indicated below and are currently assessing the impact on our consolidated financial statements.

3. ACCOUNTING POLICIES (continued)

1)Amendments to IAS 37 – Onerous contracts, costs of fulfilling a contract
The amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract in onerous. The amendments apply for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied.

2)Amendments to IAS 1 – Classification of Liabilities as current or non-current
The amendments specify that the requirements for a right to be unconditional has been removed. Instead, now right to defer settlements must have substance and exist at the end of the reporting period. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023.

4. DETERMINATION OF FAIR VALUES

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

4.1 Non-derivative financial liabilities

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

4.2 Share-based payment transactions

Share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Under this method, the fair value of the equity-settled share- based payment is measured on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in equity, over the period that the employees earn the options.

Equity-settled, share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility.

5. FINANCIAL RISK MANAGEMENT

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

5. FINANCIAL RISK MANAGEMENT (continued)

Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- interest rate risk
- commodity price risk
- capital risk management

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's other receivables, and cash and equivalents.

The Company considers this risk to be low.

Cash and cash equivalents

At times when the Company's cash position is positive, cash deposits are made with financial institutions having reasonable local credit ratings.

(ii) Liquidity risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main sources of liquidity are its cash and cash equivalents. These funds are primarily used to operating cost, finance working capital, exploration expenditures, evaluation expenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents.

Accounts payable and accrued liabilities are current financial instruments expected to be settled in the normal course of operations. Amounts due to directors do not have terms of repayment.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company considers the interest rate risk to be low.

5. FINANCIAL RISK MANAGEMENT (continued)

(iv) Commodity price risk

The value of the Company's exploration and evaluation assets are related to the price of nickel and other mineral commodities. Adverse changes in the price of nickel, copper and other base and precious metals can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

Nickel and other mineral commodities prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial demand, levels of worldwide production, short-term changes in supply and demand due to speculative hedging activities, macro-economic variables and certain other factors related specifically to nickel and other mineral commodities.

(v) Capital risk management

The primary objective of managing the Company's capital is to ensure that there is sufficient capital available to support the funding and operating requirements of the Company in a way that optimizes the cost of capital, maximizes shareholders' returns, matches the current strategic business plan and ensures that the Company remains in a sound financial position.

There were no changes to the Company's approach to capital management during the year, as compared to the prior year.

6. EXPLORATION AND EVALUATION ASSET

Albert Lake Exploration & Evaluation Asset

	2020	2019
Balance beginning of year – Albert Lake Property	$ 1,398,979	$ 1,399,838
Acquisition cost and leases	67,385	4,863
Exploration	17,223	44,278
Saskatchewan TMEI payment	-	(50,000)
Balance end of year – Albert Lake Property	$ 1,483,587	$ 1,398,979

At year end, the Company's 100% owned Albert Lake Property was comprised of 16 contiguous mineral dispositions (totaling 34,395 hectares) issued by and registered with the Saskatchewan Ministry of Energy and Resources. The Albert Lake Property is located approximately 90 kilometers northwest of La Ronge in north central Saskatchewan.

The Company is required to incur annual minimum work program expenditures ranging between $15.00 and $25.00 per hectare in order to maintain title to the dispositions. Excess qualifying exploration expenditures can be carried forward indefinitely to be applied to future years' work requirements. The Company is required to incur annual qualifying expenditures of $590,140 in each of the next five years in order to maintain all dispositions in good standing. However, based on available expenditures carried-forward from prior years, the minimal required expenditure for 2021 is $57,681.

6. EXPLORATION AND EVALUATION ASSET (continued)

The initial six mineral dispositions, totaling 10,439 hectares, were acquired from Uravan Minerals Inc. in April 2015 in exchange for the issuance of 2,000,000 common shares of the Company. This original 10,439 hectares are subject to a 2% net smelter return ("NSR") royalty interest pertaining to any future commercial production from the associated mineral dispositions. One percent of the NSR can be acquired at any time, at the option of the Company, for a one-time cash payment of $1,000,000.

On June 8, 2015, the Company acquired an additional 1,348 hectares in two mineral dispositions from an individual land consultant in exchange for the issuance of 500,000 common shares of the Company and a cash payment of $5,000. The 1,348 hectares covered by the purchase agreement are subject to a 1% NSR royalty interest pertaining to any future commercial production from the associated mineral dispositions. The NSR can be acquired at any time, at the option of the Company, for cash payments totaling $500,000.

The Company acquired the final 8 mineral dispositions directly through the staking system of the Saskatchewan Ministry of Energy and Resources during the period from 2016 through 2019.

The Saskatchewan Targeted Mineral Exploration Incentive ("TMEI") provides for a 25% rebate on qualified eligible mineral exploration expenditures, up to an annual limit of $50,000. The Company did not qualify for, nor receive, a TMEI rebate in 2020 (2019 - $50,000). TMEI rebates are recorded as a reduction to the exploration and evaluation asset at the Albert Lake project.

7. CASH AND CASH EQUIVALENTS

	Dec 31, 2020	Dec 31, 2019	Jan 1, 2019
General purpose			
Cash	$ 9,270	$ 87,221	$ 29,022
	$ 9,270	$ 87,221	$ 29,022

All cash and cash equivalents are held in Canadian banks and registered brokerage firms.

8. GOODS AND SERVICES TAX AND OTHER RECEIVABLES

	Dec 31, 2020	Dec 31, 2019	Jan 1, 2019
Financial assets			
Goods and Services Tax	$ 20,113	$ 17,669	$ 89,003

9. SHARE CAPITAL

Authorized: Unlimited number of common shares without a value

	Dec 31, 2020	Dec 31, 2019
Authorized and issued	Number of shares	
Common shares without par value	45,328,320	44,356,651
Issued for cash - flow-through shares (i)	-	888,336
Issued on conversion of debenture(iv)	1,875,000	-
Issued for services(ii) (iii)	2,776,829	83,333
	49,980,149	45,328,320
Common shares	$ 1,751,716	$ 1,694,066
Issued for cash - flow-through shares (i)	-	52,400
Issued on conversion of debenture	79,765	-
Issued for services, net of share issuance costs	162,911	5,250
	$ 1,994,392	$ 1,751,716

9. SHARE CAPITAL (continued)

(i) In December 2019, the Company completed a private placement of 888,336 flow-through shares at $0.06 per share for net proceeds of $52,400. See Note 13, Commitments and contingencies.

(ii) In December 2019, the Company completed the issuance of 83,333 common shares at $0.06 per share in exchange for legal consulting services previously provided to the Company. The cost of the legal services had been accrued in the accounts of the Company and expensed as legal fees based on market rates for legal services of that nature.

(iii) In January 2020, the Company completed the issuance of 2,776,829 common shares at $0.06 per share in exchange for administrative and geological consulting services previously provided to the Company. The cost of the administrative and geological consulting services had been accrued in the accounts of the Company and expensed as administrative consulting fees, or capitalized as exploration and evaluation asset, based on market rates for comparable services. See Note 12, related parties.

(iv) In December 2020, the Company executed the conversion of five outstanding convertible debentures totaling $75,000 for 1,875,000 shares at a conversion price of $0.04 per share. Accrued interest of $4,192 at the year end date was paid in cash to the debenture holders. See Note 12, related parties for further discussion on convertible debt.

Warrants

At December 31, 2019 and January 1, 2019, there were 1,492,316 warrants outstanding, all of which are expired as at December 31, 2020. No additional warrants were issued during the year. All warrants issued had an exercise price of $0.10 and an 18-month life.

Stock option plan

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is four years. Options vest immediately upon issuance. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the year ended December 31, 2020 and 2019:

	Number of Options Issued and Vested	Black-Scholes Value	Weighted Average Exercise Price
Balance, Dec 31, 2018	2,485,000	$ 94,200	$ 0.05
Expired			
Cancelled		-	-
Balance, Dec 31, 2019	2,485,000	$ 94,200	$ 0.05
Expired	(1,485,000)		
Cancelled	(1,000,000)	-	-
Balance, Dec 31, 2020	-	$ 94,200	$ -

The Company provides compensation to directors, employees and consultants in the form of stock options.

On December 31, 2020, the Company and the holders of the options granted in 2018 agreed to cancel the remaining options not yet expired.

No stock options were granted during the years ended December 31, 2020 and 2019.

10. INCOME TAX

The difference between tax expense for the year and the expected income taxes based on the statutory tax rate arises as follows:

	Dec 31, 2020	Dec 31, 2019
Loss before income taxes	$ (31,234)	$ (68,724)
Recovery based on statutory rate of 23.5% (2019 – 24.0%)	(7,496)	(18,212)
Net non-deductible expense	(76)	236
Changes in tax rates	315	966
Share issuance cost	(851)	-
Other	4,641	4,751
Tax effect on flow-through shares	-	12,259
Changes in unrecognized deferred tax assets	3,467	-
Total income tax expense	$ -	$ -

The deferred tax liability and asset calculated using a substantially enacted tax rate of 23.5% (2019 - 24.0%) is as follows:

	31-Dec-20	31-Dec-19
Deferred income tax asset		
Undeducted capital assets	$ -	$ -
Other	-	4,640
Share issuance costs	**680**	-
Undeducted non-capital losses	**152,362**	144,935
Undeducted capital losses	-	-
Mineral properties and exploration and evaluation assets	**(149,575)**	(149,575)
	3,467	-
Less: Deferred income tax assets not recognized	**(3,467)**	
	$ -	$ -

As at December 31, 2020, the Company has estimated non-capital losses for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years. A summary of these tax losses is provided below.

10. INCOME TAX (continued)

		Dec 31, 2020
2035	$	219,976
2036		120,299
2037		130,544
2038		85,945
2039		73,387
2040		32,291
	$	662,442

11. EARNINGS/LOSS PER SHARE

The calculation of basic earnings/loss per share for the period ended December 31, 2020 of Nil (2019 – Nil) was based on the loss attributable to shareholders of the Company of $31,234 (2019 - $68,724), and a weighted average number of ordinary shares of 48,049,424 (2019 – 44,359,313).

12. RELATED PARTIES

The following related party transactions occurred and were charged in the financial statements during the year ended December 31, 2020 and 2019 as follows:

Consulting fees		Dec 31, 2020		Dec 31, 2019
Administrative and exploration-related consulting fees:				
Administrative consulting fees were charged by officers for corporate administrative and financial management services	$	Nil	$	62,290
Consulting fees were charged by officers for geological management of the Company's exploration and evaluation asset	$	Nil	$	42,000

Amounts accrued and paid as administrative consulting fees are expensed; amounts accrued and paid as geological consulting fees are capitalized to the exploration and evaluation asset account. At year end, the Company owed the respective holding companies owned by officers of the Company for administrative and geological consulting fees $ Nil (December 31, 2019 - $224,992, January 1, 2019 - $121,721). These amounts were included in accounts payable. The Company issued 2,776,829 common shares in January 2020 to settle a portion of the amount due to officers of the Company, see Note 9 share capital.

		Dec 31, 2020		Dec 31, 2019
Due to directors	$	1,991	$	6,825
Convertible debentures		Nil		Nil
	$	1,991	$	6,825

12. RELATED PARTIES (continued)

At year end, the Company owed a director of the Company $1,991 related to the initial capitalization of the Company. This amount owing bears no interest and has no stated terms of repayment. At December 31, 2019, the Company owed certain directors a total of $6,825 (January 1, 2019 - $203,485), including $4,834 (January 1, 2019 - $493) in accrued interest on amounts loaned to the Company in 2018. The interest bearing loans were repaid in 2018.

On June 9, 2020, the directors and an officer of the Company loaned the Company a total of $75,000 by way of five convertible debentures. The debentures bore interest at a rate of 10% per annum and were convertible, at the option of the debenture holder, into common shares of the Company at a price of $0.04 per share. The debentures matured on December 31, 2021, if not previously converted. On December 31, 2020, all debentures were converted into 1,875,000 shares of the Company and accrued interest of $4,192 was paid in cash to the debenture holders.

The fair value of the liability component of the convertible debentures of $60,000 was measured by calculating the present value of the cash flows using market rate of 15.5%. This resulted in residual amount of $15,000 allocated to the equity component. The Company recorded $4,765 of accretion expense from the date of issuance to the date of conversion.

13. COMMITMENTS AND CONTINGENCIES

The Company has a commitment to spend $53,300 from amounts raised through flow-through financing in 2019 on eligible Canadian exploration and development expenses. As a result of COVID-19 restrictions, on July 10, 2020 the Department of Finance announced that the time with which eligible corporations would have to incur expenditures was extended by 12 months. In the Company's case, the extension means that it must incur the eligible expenses by December 31, 2021. At December 31, 2020, the Company was still required to incur the full $53,300 of exploration expenses in order to fulfill its spending obligations. However, subsequent to year end but prior to the date of the release of these financial statements, the Company fulfilled its spending obligations on eligible expenditures at its Albert Lake project.

As disclosed in Exploration and Evaluation Asset (Note 6), the Company is required to incur annual minimum work program expenditures ranging between $15.00 and $25.00 per hectare in order to maintain title to the dispositions. Excess qualifying exploration expenditures can be carried forward indefinitely to be applied to future years' work requirements. At December 31, 2020, the Company had a commitment to incur qualifying expenditures of $57,681 during dates ranging from April 20 to June 10, 2021 in order to maintain all mineral dispensations in good standing.

The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

13. COMMITMENTS AND CONTINGENCIES (Continued)

The Company has not determined and is not aware that any provision for such costs is required and is unable to determine the impact on its financial position of environmental laws, if any, and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

14. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company's financial statements for the year-ending December 31, 2020 are the first annual financial statements that are prepared in accordance with IFRS. IFRS 1, First Time Adoption of International Financial Reporting Standards, requires that comparative financial information be provided. As a result, the first date at which the Group has applied IFRS was January 1, 2019 (the "Transition Date"). IFRS 1 requires first-time adopters to retrospectively apply all effective IFRS standards as of the reporting date, which for the Company is December 31, 2020. However, it also provides for certain optional exemptions and certain mandatory exceptions for first time IFRS adoption. Prior to transition to IFRS, the Company prepared its financial statements in accordance with a cash basis of accounting.

MANDATORY EXCEPTIONS

Estimates

The estimates previously made by the Company were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result the Company has not used hindsight to revise estimates.

RECONCILIATIONS OF PRE-CHANGEOVER EQUITY AND COMPREHENSIVE INCOME TO IFRS

IFRS 1 requires an entity to reconcile equity, comprehensive income and cash flows for prior periods. There were no changes made to the statements of financial position or the statement of comprehensive income, therefore no reconciliation has been prepared.

15. EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period related to Fathom Nickel Inc. ("FNI")

On January 6, 2021, the Company entered into a Share Purchase Agreement ("SPA") with Fathom Nickel Inc. ("FNI") (previously 2157365 Alberta Ltd.), an entity under common control, whereby FNI would acquire 100% of the issued and outstanding common shares of the Company in exchange for one share of FNI. Therefore, this transaction will be accounted for as an reverse takeover. All terms and conditions of the SPA were met on January 22, 2021 and the transaction closed on that date. The directors of the Company were appointed as directors of FNI upon the closing of the SPA and, likewise, the senior management of the Company were retained by FNI to continue to provide their services as senior officers of the Company.

SCHEDULE “D”

Pro forma financial statements as of December 31, 2020

FATHOM NICKEL INC.
PRO FORMA STATEMENT OF FINANCIAL POSITION
(unaudited - prepared by management)
AS AT DECEMBER 31, 2020

	Fathom Minerals Ltd.	Fathom Nickel Inc.	Notes	Pro Forma Adjustments	Pro Forma
Assets					
Current					
Cash and cash equivalents	$ 9,270	$ -	2b	$ 735,000	$ 10,864,000
	-	-	2c	(16,720)	-
	-	-	2e	8,740,426	-
	-	-	2f	2,409,574	-
	-	-	2g	(794,287)	-
	-	-	2h	(3,395)	-
	-	-	2i	(215,868)	-
Amounts receivable	20,113	-		-	20,113
Deposits and prepaids	5,000	-		-	5,000
	34,383	-		10,854,730	10,889,113
Exploration & evaluation assets	1,483,587	-			1,483,587
	$ 1,517,970	$ -		$ 10,854,730	$ 12,372,700
Liabilities					
Current					
Accounts payables	35,713	13,138		-	48,851
Due to director	1,991	-		-	1,991
Flow through premium liability	-	-	2f	625,863	625,863
Special Warrant Liability	-	-	2e	8,740,426	7,811,091
	-	-	2g	(624,294)	-
	-	-	2h	(2,661)	-
	-	-	2i	(169,217)	-
	-	-	2j	(126,596)	-
	-	-	2j	161,475	-
	-	-	2k	(168,042)	
	37,704	13,138		8,436,954	8,487,796
Shareholders' Deficiency					
Common share capital	1,994,392	138,075	2a	(138,075)	6,856,836
	-	-	2a	2,659,007	-
	-	-	2b	735,000	-
	-	-	2c	(16,720)	-
	-	-	2f	1,783,711	-
	-	-	2g	(169,993)	-
	-	-	2h	(734)	-
	-	-	2i	(46,651)	-
	-	-	2j	(34,879)	-
			2k	(46,298)	
Other equity	94,200	-	2k	214,340	308,540
Deficit	(608,326)	(151,213)	2a	151,213	(3,280,471)
	-	-	2a	(2,672,145)	-
	1,480,266	(13,138)		2,417,776	3,884,904
	$ 1,517,970	$ -		$ 10,854,730	$ 12,372,700

1. BASIS OF PRESENTATION

The accompanying unaudited pro-forma consolidated statement of financial position of Fathom Nickel Inc. (the "Company" or "FNI") has been prepared by management in accordance with International Financial Reporting Standards from information derived from the financial statements of the Company and the financial statements of Fathom Minerals Ltd. ("FML") for the year ended December 31, 2020, together with other information available to the Company. The unaudited pro-forma consolidated statement of financial position has been prepared for inclusion in the Preliminary Prospectus of FNI dated March 29, 2021, in conjunction with the qualifying for distribution of 15,846,318 Special Warrants pursuant to a brokered equity financing of the Company that closed on March 15, 2021. In the opinion of management, the pro-forma consolidated statement of financial position includes all adjustments necessary for fair presentation of the transactions as described below.

The unaudited pro-forma consolidated statement of financial position of the Company has been compiled from and includes the audited statement of financial position of the Company as at December 31, 2020 and the audited statement of financial position of FML as at December 31, 2020. The unaudited pro-forma consolidated statement of financial position has been prepared as if the transactions described in Note 2 had occurred on December 31, 2020.

The unaudited pro-forma consolidated statement of financial position is not intended to reflect the financial position of the Company which would have actually resulted had the proposed transactions described in Note 2 and other pro-forma adjustments occurred as assumed. Further, this unaudited proforma consolidated statement of financial position is not necessarily indicative of the financial position that may be attained in the future. The unaudited pro-forma consolidated statement of financial position should be read in conjunction with the financial statements disclosed above.

The consolidated entity would be subjected to an effective income tax rate of 23.5%.

2. PRO-FORMA ASSUMPTIONS

The unaudited pro-forma consolidated statement of financial position incorporates the following pro-forma assumptions:

(a) Pursuant to a Share Purchase Agreement (the "SPA") dated January 6, 2021, the Company agreed to acquire 100% of the issued and outstanding common shares of FML via a share-for-share exchange (the "Transaction"). Each former shareholder of FML shareholder received one (1) share of the Company in exchange for each share of FML beneficially owned. The Transaction closed on January 22, 2021, resulting in the issuance of 13,295,037 to shareholders of FNI. Immediately upon closing of the Transaction, there were 25,790,075 shares outstanding of which former shareholders of FML held 48.4%. After the Transaction, the Management and Directors of FML were appointed to their respective Board and Management positions with the Company. As a result, the acquirer, based on the requirements of IFRS 3, is determined to be FML. As FNI was an entity with no operation, it did not meet the definition of a business under IFRS 3. Accordingly, the Transaction is accounted for as a reverse acquisition along with a share-based payment in accordance with IFRS 2. The shares issued to former FNI, shareholders were valued at a price of $0.20/share for a total transaction value of $2,659,007. The assets and liabilities of FNI will be included in the consolidated balance sheet at their pre-combination carrying values, with any excess being attributed to finance expense. Share capital, contributed surplus and the deficit of FNI will be eliminated.

$2,659,007 has been allocated as follows:

Accounts payable and accrued liabilities	(13,138)
finance expense	2,672,145
	$ 2,659,007

Consideration comprised of:

Fair value of common shares	$ 2,659,007

The fair value of FNI was determined based on the number of shares issued to former FNI shareholders at a price of $0.20/share. The $0.20/share price is the price at which a private placement was completed following the closing of the Transaction, as described in note 2(b).

2. PRO-FORMA ASSUMPTIONS (cont'd…)

(b) Subsequent to the closing of the Transaction, FNI completed a private placement of 3,675,000 common shares (the "Private Placement") at a price $0.20 per share for gross proceeds of $735,000. The Private Placement was sold on a non-brokered basis to accredited investors. Upon completion of the Private Placement FNI had a total of 29,465,075 shares outstanding.

(c) There were no fees or commissions paid on the Private Placement, but the Company incurred legal fees of $16,720 to complete the Private Placement.

(d) On February 12, 2021 FNI effected a share consolidation on a four-for-one (4:1) basis. After the share consolidation the Company had 29,465,075 common shares issued and outstanding.

(e) On March 15, 2021, FNI completed a brokered financing of 12,486,323 Non-Flow Through Special Warrant Units (the "NFT Special Warrant Financing") at a price $0.70 per NFT Special Warrant Unit for gross proceeds of $8,740,426. Each NFT Special Warrant Unit is exchangeable, at no additional cost, into one FNI common share and one half of one FNI share purchase warrants ("FNI Unit"). If a receipt for the final prospectus is not issued prior to the qualification deadline of May 14, 2021, then each holder of a NFT Special Warrant will be entitled to 1.15 Units per Special Warrant held instead of one (1) Unit). Each full FNI share purchase warrant entitles the holder to purchase one FNI common share at an exercise price of $1.00 per FNI common share within two years of the Listing Date.

Each NFT Special Warrant will be deemed to be automatically exercised immediately on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the NFT Shares issuable upon the exercise or deemed exercise of the NFT Special Warrants has been issued by the last of the Securities Regulators in a Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the NFT Special Warrant.

The Financing was sold on a brokered basis (as described in note 2(g)).

2. PRO-FORMA ASSUMPTIONS (cont'd…)

(f) On March 15, 2021, FNI completed a brokered financing of 3,129,317 Flow Through Special Warrant Units (the "FT Special Warrant Financing") at a price $0.77 per FT Special Warrant for gross proceeds of $2,409,574. Each FT Special Warrant is exchangeable, at no additional cost, into one FNI common share.

Each FT Special Warrant will be deemed to be automatically exercised immediately on the earlier of: (i) the date that is the fifth Business Day after the date on which the receipt for a final prospectus qualifying the distribution of the FT Shares issuable upon the exercise or deemed exercise of the FT Special Warrants has been issued by the last of the Securities Regulators in a Designated Jurisdictions; and (ii) the date that is 4 months and one day after the issuance of the FT Special Warrant.

The flow through premium liability associated with the issuance of the FT Special Warrants was calculated at $0.20 per FT Special Warrant, based on a share price of $0.57, which in turn was estimated using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 110%; (III) a risk free interest rate of 1%; (IV) an expected life of 2 years and (V) a Special Warrant price of $0.70. Expected volatility was based on comparable companies. This resulted in a flow through premium liability of $625,863.

The Financing was sold on a brokered basis (as described in Note 2(g)).

(g) In connection with the Financing described in Notes 2(e) and (f), FNI paid to the Agents:

- commissions equal to 6% of gross proceeds, exclusive of the proceeds from the President's List, for fees equal to $645,899,
- a corporate finance fee ranging from 1.5% to 3.0% on the proceeds from the President's List and the selling group, for fees of $40,739,
- an advisory fee of 1% of the gross proceeds, exclusive of the proceeds from the President's List, for fees equal to $107,650,
- issued 230,678 NFT Special Warrants on a no-cost basis (see Note 2(j))and
- issued a total of 1,071,669 broker special warrants, exercisable at a price of $0.70 per broker warrant into one common share and ½ common share purchase warrant of FNI for a period of two years from the date of the closing of the financing, or March 15, 2023. Each whole common share purchase warrant, in turn, is exercisable into one (1) common share at a price of $1.00 per share for a period of two years from the closing of the financing, or March 15, 2023 (see Note 2(k)).

(h) In connection with the closing of the NFT and FT Special Warrant Financing, the Company paid a cash finder's fee of 5% to certain registered brokers who participated by way of the President's List. The total finder's fee under this arrangement was equal to $3,395.

(i) The total legal fees to complete the NFT and FT Special Warrant Financings, including the legal fees of the Agents which are on account of the Company, are estimated at $215,868.

2. PRO-FORMA ASSUMPTIONS (cont'd…)

(j) The 230,678 NFT Special Warrants issued to the Agents were valued at the NFT Special Warrant price of $0.70 per NFT Special Warrant as described in Note 2(e), resulting in a fair value of $161,475. This amount was allocated to Special Warrant liability and Common share capital on a 78.4% - 22.6% basis, the equivalent split between gross proceeds of the NFT and FT financings as described in Notes 2(e) and (f).

(k) The fair value of the warrants issued were estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions: (I) dividend yield of 0%; (II) expected volatility of 110%; (III) a risk free interest rate of 1%; (IV) an expected life of 2 years and (V) a Special Warrant price of $0.70. Expected volatility was based on comparable companies. This resulted in a fair value of $0.20 per broker warrant for a total of $214,340. This amount was allocated to Special Warrant liability and Common share capital on a 78.4% - 22.6% basis, the equivalent split between gross proceeds of the NFT and FT financings as described in Notes 2(e) and (f).

3. CAPITAL STOCK

Capital Stock as at December 31, 2020 in the unaudited pro-forma consolidated statement of financial position is comprised of the following:

	Number of Shares	$	Special Warrants
Share capital and contributed surplus of FML (1)	12,495,037	2,088,592	-
Share capital of FNI (1)	13,295,038	138,075	-
Shares issued for the acquisition of FNI (1)	13,295,038	2,659,007	-
Shares issued in connection with the Private Placement (1)	3,675,000	735,000	-
Special Warrants issued in connection with the NFT and FT Special Warrant Financing (2)	-	11,150,000	15,615,640
Issue costs related to agent's commission and fees	-	(794,287)	-
NFT Special Warrants issued to Agent	-	-	230,678
Finder's fee on President's List	-	(3,395)	-
Legal fees for Private Placement and Special Warrant Financing	-	(232,588)	-
Deficit of FML		(608,326)	-
NFT Special Warrants reclassified as a liability, net of costs (2)	-	(7,811,091)	-
Flow through premium liability		(625,863)	
Listing expense		(2,672,145)	-
Share capital of FNI eliminated on acquisition	(13,295,038)	(138,075)	-
	29,465,075	$3,884,904	15,846,318

(1) After taking effect of the four-for-one (4:1) share consolidation which was effected on February 12, 2021.
(2) The NFT Special Warrants have presented as a liability as the exchange ratio to common shares is variable, which does not meet the criteria for equity presentation.

SCHEDULE "E"

Management Discussion and Analysis for the Corporation for the year ended December 31, 2020

FATHOM NICKEL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2020

(Expressed in Canadian Dollars)

Report Date – May 13, 2021

May 13, 2021

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of Fathom Nickel Inc. ("FNI" or the "Company") for the year ended December 31, 2020 should be read in conjunction with the Company's audited financial statements for the years ended December 31, 2020 and 2019. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Company

The Company was incorporated under the Business Corporations Act (Alberta) on November 23, 2018 and had no substantive operations from that date until the fourth quarter of 2020 (Q4-2020). The head office and the registered head office of the Company is located at #500, 707 - 5th Street SW, Calgary, Alberta T2P 0Y3.

The principal business of the Company is to provide a corporate vehicle through which, subsequent to the year end, it will acquire the outstanding share capital of Fathom Minerals Ltd. ("FML") and seek to qualify the distribution of the Special Warrants of the Company to purchasers resident in Alberta, British Columbia, Ontario, Manitoba and Nova Scotia (in addition to offshore purchasers) pursuant to certain prospectus exemptions under applicable securities laws. See the *Outstanding Share Date - Subsequent to Year End* section below regarding the acquisition of FML and the details of the Special Warrant financing.

At year end the Company had not commenced operations and had no assets. The Company's continuing operations as intended are dependent upon its ability to complete the acquisition of FML as well as the completion of the requisite equity financing(s) and the listing of the Company's securities on a recognized Canadian securities exchange. The listing of the Company's securities will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

On November 28, 2018, the Company completed its initial founders' seed round of 8,810,019 common shares in exchange for past services of the founding group at a nominal total purchase price of $3,524.

On December 31, 2019, the Company issued 4,485,019 common shares in exchange for past services of a consultant at a purchase price of $0.03 per share, resulting in a transaction value of $134,551.

On May 13, 2021 the Director of the Company approved the financial statements for the years ended December 31, 2020 and 2019.

Summary of Quarterly Results

	Quarter ended 31-Dec-20	Quarter ended 30-Sep-20	Quarter ended 30-Jun-20	Quarter ended 31-Mar-20	Quarter ended 31-Dec-19	Quarter ended 30-Sep-19	Quarter ended 30-Jun-19	Quarter ended 31-Mar-19
Total assets	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total revenue	-	-	-	-				
Net and comprehensive loss/(income)	(12,962)	-	-	-	(134,551)	-	-	-
Per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Results of Operations

Year ended December 31, 2020

The Company recorded a net loss of $12,962 during the year ended December 31, 2020 (2019- $134,551). The net loss for the year ended December 31, 2020 is due entirely to legal costs in relation to its acquisition of FML, which occurred after the year end date. The net loss for the year ended December 31, 2019 is due entirely to consulting costs in relation to capital markets and structuring advice. The entire $134,551 was converted into share capital of the Company on December 31, 2019 as detailed in *The Company* section above.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Company has no revenue from operations, the following is a breakdown of the material costs incurred in the period from the date of incorporation (November 23, 2018) to December 31, 2020:

Material Costs	Period from November 23, 2018 to December 31, 2020
Professional Fees	$12,962
Consulting Fees	$134,551

Liquidity and Capital Resources

As at December 31, 2020, the Company had nil cash (December 31, 2019 - nil). At December 31, 2020 the Company had current liabilities of $13,138 (December 31, 2019-$176) and negative working capital of $13,138 (December 31, 2019 - $176).

No cash flows were recorded from operating activities during the years ended December 31, 2020 and 2019.

Outstanding Share Data

Authorized

The authorized share capital of the Company consists of an unlimited number of Class A common shares.

Issued

During the period from incorporation on November 23, 2018 to December 31, 2018, the Company issued 8,810,019 common shares at a price of $0.0004 per share in settlement of amounts due related to consulting services performed.

In December 2019, the Company issued 4,485,019 common shares at a price of $0.03 per share in settlement of amounts due related to consulting services performed.

Subsequent to year end

- On January 22, 2021, the Company completed the acquisition of all issued and outstanding shares of FML in exchange for the issuance of 12,495,037 shares of the Company.
- In a series of three (3) tranches in January and February 2021 the Company issued 3,675,000 shares at a price of $0.20 per share for gross proceeds of $735,000.
- On February 12, 2021 the Company completed a four-for-one (4:1) share consolidation, resulting in an outstanding balance as at that date, and the date of this MD&A, of 29,465,075. The share consolidation has been presented throughout the financial statements and this MD&A retroactively and all equity related issuances are presented on a post consolidation basis.
- On March 15, 2021, the Company closed a Special Warrant financing through the issuance of 12,486,323 special warrant units at a price of $0.70 per unit and 3,129,317 flow-through shares at a price of $0.77 per share for total gross proceeds of $11,150,000. Each special warrant unit is comprised of one common share and one-half common share purchase warrant. Each full warrant is exercisable into one share of FNI at a price of $1.00 per share and exercisable for a period of 2 years from the date of closing of the Special Warrant financing, or March 15, 2023.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

During the Year Ended December 31, 2020, the Company incurred $12,962 in legal fees (December 31, 2019 - nil), for services provided by a law firm whose partner is the director of the

Company. Included in accounts payable and accrued liabilities as at December 31, 2020 is $12,962 for these services (December 31, 2019 - nil).

There were no other transactions with related parties during the year ended December 31, 2019.

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of share capital, contributed surplus and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Company and that each reader should carefully consider. Please refer to the Company’s preliminary prospectus dated March 29, 2021 for additional risks, events and uncertainties that could affect the Company.

External financing may be required to fund the Company’s activities primarily through the issuance of common shares. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment.

The Company has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Company generates significant revenues in the future, the Company intends to retain its earnings in order to finance further growth. Furthermore, the Company has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash held in trust and due to shareholder approximate fair value due to the relatively short-term maturity of the instruments. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

Share issue costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Financial instruments

Financial liabilities include accounts payable and accrued liabilities which are classified and measured at amortized cost.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. 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 reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

Changes in Accounting Policies

There have been no significant changes in accounting policies applicable for the current year.

Additional Information

For further detail, see the Company's audited financial statements for the years ended December 31, 2020 and 2019. Additional information about the Company can also be found on SEDAR.

SCHEDULE "F"

Management Discussion and Analysis for Fathom Minerals for the year ended December 31, 2020

FATHOM MINERALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2020

(Expressed in Canadian Dollars)

Report Date – May 13, 2021

1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Fathom Minerals Ltd. ("Fathom" or the "Company") for the year ended December 31, 2020. It should be read in conjunction with the audited financial statements for the year ended December 31, 2020 ("2020"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's registered and records office is located at Suite 104 (#311), 1240 Kensington Road NW, Calgary, Alberta, T2N 3P7, Canada. Additional information relating to the Company can also be found on the Company's website at www.fathomnickel.com or on the SEDAR website at www.sedar.com.

The financial statements were authorized for issue by the board of directors on May 13, 2021.

2. FORWARD LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", and "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the Company's performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events, or developments.

3. DESCRIPTION OF THE BUSINESS

The Company was incorporated pursuant to the Business Corporations Act (Alberta) as Cauca Gold Corp. on April 27, 2012 and changed its name to Fathom Minerals Ltd. on April 23, 2015. The Company is a privately-held exploration stage company and, since 2015, has been engaged in identifying, acquiring and exploring for base and precious metals in Canada, specifically targeting metals and minerals required to support the electric vehicle ("EV") and battery markets.

The Company's principal business activities include the acquisition and exploration of mineral property assets. Fathom has made great strides in advancing its development as a base and precious metals exploration company. The Company's current focus is the exploration and development of its flagship Albert Lake Project.

As at December 31, 2020, the Company had not yet determined whether the Company's mineral property interests contain ore reserves that are economically recoverable. The recoverability of amounts shown for its exploration and evaluation asset ("E&E 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.

Subsequent to year end, on January 6, 2021, the Company entered into a share exchange agreement dated with Fathom Nickel Inc. ("FNI") (the "Purchase and Sale Agreement").

Under the terms of the Purchase and Sale Agreement, 49,980,149 Common Shares (the "**Consideration Shares**") of FNI were issued to the shareholders of Fathom (the "**FM Shareholders**") in exchange for all of the issued and outstanding shares of Fathom. The FM Shareholders agreed to the following restrictions on resale for the Consideration Shares: (i) 10% of the Consideration Shares will be released on the date of the issuance of a final receipt for a prospectus, (ii) 23% of the Consideration Shares will be released 90 days after the Listing Date, (iii) an additional 23% of the Consideration Shares will be released 180 days after the Listing Date, (iv) an additional 22% of the Consideration Shares will be released 270 days after the Listing Date; and (v) the final 22% of the Consideration Shares will be released 365 days after the Listing Date. The terms of the Purchase Agreement were met on January 22, 2021 and the transaction was closed on that date.

In February and March 2021, FNI closed a series of equity private placements and brokered financings that resulted in gross proceeds of $11,885,000. Proceeds from these financings will be used to fund the 2021 exploration programs at the Albert Lake Project, as well as for general corporate purposes.

On February 16, 2021, the Company acquired an additional 11 mineral dispositions from the Saskatchewan Ministry of Energy and Mines. The new mineral dispositions are contiguous with the Company's Albert Lake Project and total 55,732 hectares, bringing the total size of the Albert Lake Project now to 90,127 hectares.

4. RESOURCE PROPERTIES

Albert Lake Property (formerly Rottenstone Property)

The Albert Lake Project is a modern exploration project which contains a past producer of nickel-copper-platinum group elements (Rottenstone Mine). The project is located in the La Ronge Mining District of Saskatchewan, approximately 135km north-northeast of La Ronge. At the year end date, the Albert Lake Project was comprised of sixteen mineral claims covering an aggregate area of 34,395 hectares[1]. The center of the property is located at 104° 49' 33'' longitude west and 56° 20' 39'' latitude north. A 14-person camp was constructed at the historic Rottenstone mine site in 2018 and remains in place.

In2015, Fathom acquired the rights to the initial 11,783 ha of the Albert Lake Project subject to two underlying agreements. The first underlying agreement is a Purchase and Sale Agreement dated 29 April 2015 between Fathom and Uravan Minerals Inc. ("Uravan") which grants Uravan a 2% NSR royalty over an area of mutual interest. Fathom can purchase 1% of the NSR royalty for a payment of $1,000,000 to Uravan at Fathom's discretion. The second underlying agreement is a Purchase and Sale Agreement dated 8 June 2015 between Fathom and Mr. Dorian Leslie which grants Mr. Leslie a 1% NSR on claims MC00002913 and MC00002965. Fathom can purchase the NSR royalty in its entirety for a payment of $500,000 to Mr. Leslie at Fathom's discretion. Subsequent mineral dispositions that comprise the balance of the Albert Lake Project were acquired directly through staking and are not subject to the royalty agreements above.

[1] As described in Section 1 above, on February 16, 2021 the Company acquired an additional 11 mineral dispositions from the Saskatchewan Ministry of Energy and Mines. The new mineral dispositions are contiguous with the Company's Albert Lake Project and total 55,732 hectares, bringing the total size of the Albert Lake Project now to 90,127 hectares.

The Albert Lake property lies within the Rottenstone Domain of the Proterozoic Trans-Hudson orogenic belt. The Trans-Hudson Orogen is a major orogenic belt that stretches from the United States through Canada and extends to Greenland and defines the boundary between the Hearne and Superior cratons. The Rottenstone Domain is a broad belt of early to late syntectonic, northeast trending arcuate tonalite to granite intrusive rocks with associated injection migmatites. The 1200km wide Wathaman batholith (1855±6 Ma) is a magnetite rich granite-granodiorite within the Rottenstone Domain. The metamorphic grade of the Rottenstone domain is mid-upper amphibolite.

The Albert Lake property geology is dominated by a northeast striking, northwest dipping meta-tonalite-trondhjemite-pelitic migmatite complex of Paleoproterozoic age. MacLachlan (2003, 2005) divided the immediate Albert Lake property area into granitoids and supracrustal rocks. The supracrustal rocks; the oldest rocks occurring on the Albert lake property, include pelite, psammite, migmatitic psammitic to pelitic metasedimentary rocks, a variety of supracrustal rocks including layered calc-silicate, melanocratic biotite-hornblende-plagioclase rich metasedimentary/metavolcanic rocks, along with amphibolite. The ultramafic intrusions; host to the Rottenstone deposit, the Tremblay-Olson showing, and other known ultramafic occurrences occur within metasedimentary rocks (the supracrustal rocks).

Three styles of mineralization occur at the Albert Lake property. Style one; occurring within the host migmatite complex; consisting of metasedimentary supracrustal rocks, disseminated and stringer pyrrhotite occurs with minor pyrite and rare chalcopyrite, along with fine disseminated graphite. The second type of mineralization recognized is formational semi-massive to massive pyrrhotite with lesser pyrite and chalcopyrite occurring within the metasedimentary assemblages. The third style; the Rottenstone-style of mineralization, is the mineralization comprising the Rottenstone deposit. The Hall Showing (Rottenstone deposit) contained up to 50% sulphides in the form of pyrrhotite and lesser chalcopyrite. Most of the mineralization occurs in the form of dense net-textured sulphides consisting of pyrrhotite, pentlandite and chalcopyrite. The Rottenstone deposit is unique; the contained precious metal content is higher grade than most deposits of this type.

The Rottenstone deposit would appear to be typical of a deep-rooted, mantle derived, magmatic Ni-Cu+PGE ultramafic hosted, sulphidic type of mineral deposit. The Rottenstone deposit hosts rich concentrations of PGE's, possibly the richest of any deposit of its type mined in Canada. It has been suggested up to 50% of the host ultramafic intrusion consisted of sulphides and that the intrusion is the result of a significant magma chamber at depth within the vicinity of the Rottenstone deposit.

Exploration prior to 2020

Historically, exploration in the area of the Albert Lake Property extends for over 50 years and includes prospecting, mapping sampling, airborne and ground geophysical surveys, diamond drill holes and a past nickel, copper, PGE producer.

A summary of Fathom exploration since 2015:

- 2015 – July to September; assayed 543 samples (inclusive of standards) of the 1007 drill core samples collected in the 2003 drill program, but not previously analyzed. Fathom utilized a multi-acid digestion, multi-element (41) ICP-MS finish assay to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Fraser, 2016).
- 2015 – August to September; re-interpreted, relogged drillholes and collected an additional 226 drill core samples (inclusive of standards) from the 2008 drilling program performed at the Rottenstone property. As above; a multi-acid digestion, multi-element (41) ICP-MS finish

assay was utilized to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Fraser, 2016).

- 2016 – 2018; a comprehensive compilation of data collected at the Albert Lake property 1954 through to the end of the last exploration at Albert Lake; 2008. The emphasis being; putting all data in a consistent Datum; NAD83 Zone 13, and defining geophysical, geochemical fingerprints analogous to the Rottenstone deposit style of mineralization and utilizing these fingerprints within existing geophysical, geochemical databases for the purpose of defining drill targets and areas to focus exploration (Morris, Galbraith, Meintjes, 2018).

- 2016 – March to April; Fathom drilled eleven BTW size drillholes totalling 467m. The objective of the drill program was to test for the existence of Rottenstone type mineralization beneath and adjacent to the historic Rottenstone Mine and collect geochemical information to characterize and fingerprint the deposit and adjacent rocks (Fraser, 2019).

- 2017 – June to October; Fathom submitted to Kemetco Research Inc. (Richmond, BC) two samples of Rottenstone-type mineralization for a "Preliminary Mineralogical and Metallurgical Scoping of Rottenstone Ore" (Warkentin, 2017).

- 2018 – July; assayed an additional 162 samples (inclusive of standards) from the 1007 drill core samples collected in the 2003 drill program, but not previously analyzed. As above; a multi-acid digestion, multi-element (41) ICP-MS finish assay was utilized to identify ultramafic intersections and ultramafic drill cores anomalous in nickel-cobalt+copper and other pathfinder elements. Note assays were not performed to determine Pd and Pt contents (Morris, Galbraith, Meintjes, 2018) (Fraser, 2019).

- 2018 – June to September; review and re-interpretation of historic borehole electromagnetic (BHEM) data from drillholes drilled 1999, 2000.

- 2018 – July to August; Fathom located, dummy probed and performed BHEM surveys on fifteen historic drillholes drilled 1999 – 2016. Notably, drillholes RL99006, RL99007, RL00020, RL00021, RL02024, RL02025, RL03029, RL03030, RL03032, RL03033, RL03035, RL03036, RL03037, MR08-05 and FMRS16-008. Fathom has the raw data for these surveys; however, the contractor did not provide a formal report. Fathom continues to evaluate this data through the services of geophysical consultants (Fraser, 2019).

- 2018 – July to September; review, interpretation and Maxwell Plate Modelling of conductors within an area of the 2008 VTEM survey, corresponding to area where 2018 soil geochemical survey took place (Fraser, 2019).

- 2018 – July to August; B-horizon soil geochemical survey covering an approximate 20km^2 area encompassing the historic Rottenstone mine and corresponding to an area in which 2008 VTEM survey conductors were modelled using Maxwell Plate Modelling software. In all 1559 (inclusive of standards) from a proposed 1746 sample grid were collected. Soil samples were dried and sieved with an -80 mesh and from a 30g split, an aqua regia digest 37-element assay was obtained by inductively coupled plasma mass spectrometry (Fraser, 2019).

- 2018 – September to October; Fathom drilled five NQ-size drillholes amounting to 992m drilled. Two drillholes drilled on the Big Island 400m west of the Rottenstone Mine tested an off-hole BHEM anomaly detected in historic drillhole RL03030; the second drillhole tested a VTEM conductor detected on Big Island. The other 3 drillholes tested very strong VTEM conductors and the final drillhole tested an area of prominent Mag associated with a B-horizon soil anomaly. Ahead of the drill program a 14-person all season camp was established proximal to the historic Rottenstone Mine.

2020 Exploration

2020 – January to February; a structural interpretation report was produced that provided an overall structural interpretation of a large area incorporating the Albert Lake property. Several areas considered to be prospective for magmatic-Ni sulphide and PGE mineralization were proposed (Stewart, Williams, 2020).

Activity subsequent to December 31, 2020

Fathom conducted a winter exploration program on the Albert Lake Property between February 16 and April 30, 2021 consisting of:

- In early February 2021 the company re-opened a 14-person camp constructed in 2018 near to the historic Rottenstone Mine,
- Nine NQ-size drillholes were completed; AL21017 – AL21025, amounting to 1,232m drilled,
- Six drillholes were designed to test the south, southwest extension of the historic Rottenstone Mine. Two drillholes drilled from the ice near the Island Showing tested an area where several known, favourable ultramafic intersections were identified in 2003 drilling. The final drillhole was a follow-up to an off-hole BHEM anomaly associated with a significant ultramafic intersection identified in historic drillhole RL03030,
- Four of the nine drillholes drilled were probed utilizing BHEM instrumentation, and four historic drillholes were probed; RL03030 (re-probe), RL03031, FMRS18-012 and FMRS18-013,
- Surface EM profiles were generated in the area of drillholes AL21021 and AL21022 and 467 of a proposed 800 stations on Rottenstone Lake were systematically measured as part of a gravity survey,
- On February 16, 2021 the Company acquired an additional 11 mineral dispositions from the Saskatchewan Ministry of Energy and Mines. The new mineral dispositions are contiguous with the Company's Albert Lake Project and total 55,732 hectares, bringing the total size of the Albert Lake Project now to 90,127 hectares.
- 9,000 line kilometer heliborne MAG survey was conducted at 100m line spacing on the overall project area, including the newly acquired dispositions, to act as a base for future exploration targeting activities.

Results from the exploration are pending and will be released once received and interpreted.

5. SUMMARY OF SELECTED ANNUAL FINANCIAL INFORMATION

A summary of selected financial information for the five most recently completed fiscal years is as follows:

	Year ended 31-Dec-20	Year ended 31-Dec-19	Year ended 31-Dec-18	Year ended 31-Dec-17	Year ended 31-Dec-16
Gain/(loss) on sale of marketable securities	**$ 2,882**	$ 7,810	$ (167,750)	$ 210,846	$ -
Administrative Consulting Fees	**-**	62,290	52,200	78,300	60,333
Share related expenses	**-**	-	16,782	-	60,658
Accretion expense	**4,765**	-	-	-	-
General expenses	**29,351**	**14,244**	37,091	56,306	63,566
Net and comprehensive earnings/(loss)	**(31,234)**	**(68,724)**	**(273,823)**	**76,240**	**(184,557)**
Earnings/(loss) per share - basic and diluted	**(0.00)**	(0.00)	(0.01)	(0.00)	(0.01)
Total assets	**$ 1,517,970**	$ 1,521,369	$ 1,596,415	$ 1,036,242	$ 603,288
Long-term financial liabilities	**Nil**	Nil	Nil	Nil	Nil

The significant fluctuations in net and comprehensive earnings/(loss) over the five-year period leading to December 31, 2020 is predominantly explained due to four factors:

- **Gain/(loss) on sale of marketable securities**. In 2017 the Company divested of its interest in several early stage petro-lithium mineral leases in Alberta. The terms of the sale were paid in a combination of cash and shares of publicly traded E3 Metals Corp. ("E3"). The significant fluctuations (ranging from a gain of $210,846 in 2017 to a loss of $167,750 in 2018) was the result of the fluctuating market price of E3 stock, as well as the revaluation of the Company's holdings of these marketable securities at each balance sheet date.
- **Share related expenses**. The Company recorded share related expenses (non-cash charge) of $60,658 and $16,782 in 2016 and 2018, respectively, related to the issuances of stock options to certain management, directors and consultants in those years.
- **Reduction in operations in 2019 and 2020**. The Company did not undertake any material field or exploration-related work subsequent to the completion of its 2018 exploration drilling program at the Albert Lake Property. Due to a combination of a deteriorating capital markets environment and the effects of the COVID-19 pandemic, the Company was effectively in a "care and maintenance" mode from late 2019 through the balance of 2020. As a result, administrative

consulting and general expenses declined each year from 2018 ($89,291), to 2019 ($ 76,534), to, 2020 ($29, 351).

- **Accretion expense**. In 2020 the Company recorded an accretion expense related to the conversion of $75,000 in debentures held by certain management and directors. This was a one-time expense.

For the years ended December 31, 2020 and 2019, the Company reported no discontinued operations, and did not declare any cash dividends.

6. RESULTS OF OPERATIONS

Fathom's results of operations for the year ended December 31, 2020 resulted in a net loss of $31,234 versus a net loss of $68,724 for fiscal 2019.

The significant decrease in the loss in 2020 compared to 2019 is largely the result of:

- the temporary elimination of administrative consulting fees paid to the Company's President & CFO.

- The only other significant variance resulted from a sharp increase in legal expenses, from $2,619 in 2019 to $13,900 in 2020, an increase of $11,281. The increased legal expenses in 2020 is attributable to the start of preparations for the January 2021 transaction with Fathom Nickel Inc., as described in the "*Description of Business*" section.

7. LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2020, the Company had a cash position of $9,270 (2019 cash of $87,221) and a working capital deficit of $3,321 (2019 – $130,155). The improvement in the negative working capital in 2020 as compared to 2019 is largely a result of the conversion of accrued management consulting fees into equity in January 2020.

As described above in "Description of Business" and below in "Outlook", subsequent to year end the Company has immensely improved its working capital position as a result of the completion of the transaction with Fathom Nickel Inc. and the follow-on financings for gross proceeds of $11,885,000. See also Note 14 "*Subsequent Events"* in the Annual Financial Statements for the year ended December 31, 2020.

At this stage in its business model Fathom is wholly dependent on equity financing to complete the exploration, evaluation and development of its Albert Lake Property, fund its general and administrative expenses and to assess other potential mineral projects in Saskatchewan an elsewhere. See also "Risk Factors". Fathom has not generated any revenue from operations and does not expect to generate any such revenue in its current or next fiscal year.

Altitude had no off-balance sheet arrangements as at December 31, 2020.

8. OUTLOOK

Fathom is currently in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include but are not limited to: challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining and mineral exploration industries, changes in the global economic environment, and fluctuations in base and precious metals market pricing. There is no assurance that Fathom's funding initiatives will continue to be successful to fund its planned exploration activities, which are currently focused on its Albert Lake Project.

Working capital from Fathom's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

Subsequent to year end, on January 6, 2021, the Company entered into a share exchange agreement dated with Fathom Nickel Inc. ("FNI") (the "Purchase and Sale Agreement").

Under the terms of the Purchase and Sale Agreement, 49,980,149 Common Shares (the "**Consideration Shares**") of FNI were issued to the shareholders of Fathom (the "**FM Shareholders**") in exchange for all of the issued and outstanding shares of Fathom. The FM Shareholders agreed to the following restrictions on resale for the Consideration Shares: (i) 10% of the Consideration Shares will be released on the date of the issuance of a final receipt for a prospectus, (ii) 23% of the Consideration Shares will be released 90 days after the Listing Date, (iii) an additional 23% of the Consideration Shares will be released 180 days after the Listing Date, (iv) an additional 22% of the Consideration Shares will be released 270 days after the Listing Date; and (v) the final 22% of the Consideration Shares will be released 365 days after the Listing Date. The terms of the Purchase Agreement were met on January 22, 2021 and the transaction was closed on that date.

In February and March 2021, FNI closed a series of equity private placements and brokered financings that resulted in gross proceeds of $11,885,000. Proceeds from these financings will be used to fund the 2021 exploration programs at the Albert Lake Project, as well as for general corporate purposes.

As at the date of this MD&A, Management is confident that the Company is sufficiently capitalized to fund its 2021 exploration initiatives and general operating expenses.
An investment in Fathom's securities is speculative, see "Risk Factors".

9. QUARTERLY FINANCIAL INFORMATION

The following selected financial data for the past eight quarters has been prepared in accordance with IFRS and should be read in conjunction with the Corporation's audited annual financial statements:

	Quarter ended 31-Dec-20	Quarter ended 30-Sep-20	Quarter ended 30-Jun-20	Quarter ended 31-Mar-20	Quarter ended 31-Dec-19	Quarter ended 30-Sep-19	Quarter ended 30-Jun-19	Quarter ended 31-Mar-19
Operations								
Operating expenses	$ 15,143	$ 33	$ 2,922	$ 11,253	$ 70,917	$ 5,561	$ 1,627	$ (1,571)
Accretion expense	4,765	-	-	-				
(Gain)/loss on sale of marketable securities	-	-	-	(2,882)	(1,500)	-	-	(6,310)
Net and comprehensive loss/(income)	19,908	33	2,922	8,371	69,417	5,561	1,627	(7,881)
Per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Balance Sheet								
Cash and equivalents	$ 9,270	$ 20,133	$ 21,741	$ 7,544	$ 87,221	$ 32,402	$ 54,937	$ 30,946
Exploration and evaluation assets	$ 1,483,587	$ 1,483,587	$ 1,483,587	$ 1,423,244	$ 1,398,979	$ 1,382,799	$ 1,372,299	$ 1,410,341

10. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

Fathom's audited financial statements for the year ended December 31, 2020 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, Altitude is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there would ordinarily be significant doubt as to the appropriateness of the going concern presumption. However, due to the significant equity capital financings completed subsequent to year end, Management is confident that the going concern presumption is appropriate as at the date of this MD&A. However, there is no assurance that Fathom's funding initiatives will continue to be successful in the future and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the going concern assumption is no longer deemed to be appropriate. These adjustments could be material.

The preparation of Fathom's audited financial statements for the year ended December 31, 2020 required management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These audited financial statements include estimates, which by their nature are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated 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 statement of 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:

- The recoverability of exploration and evaluation expenditures incurred,
- The fair value of stock options issued in conjunction with the issuance of the Company's common shares and the fair value of stock options using the Black Scholes option pricing model,
- Management assumption of no material restoration, rehabilitation and environmental costs, based on the facts and circumstances that existed during the period,
- The recoverability of deferred tax assets and liabilities,
- The going concern assumption and judgement in evaluating the existence of material uncertainties and any significant doubt regarding the Company's ability to continue as a going concern; and
- The fair value of the liability component of debt that has conversion feature or is non-arm's length.

Critical accounting judgments:

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assumptions made by management.

11. SIGNIFICANT ACCOUNTING POLICIES

The audited financial statements have been prepared on the basis of IFRS standards that were in effect at December 31, 2020 and these accounting policies have been applied consistently to all years presented in these audited financial statements. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Fathom's financial statements.

Exploration and Evaluation Asset

i) Pre-exploration costs

Pre-exploration costs are expensed in the year in which they were incurred. Pre-exploration costs are those incurred prior to obtaining the legal right to explore.

ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation ("E&E") expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

iii) Developed and producing properties

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as property, plant and equipment. Once commercial production has commenced, these costs are amortized using the units-of-production method based on proven and probable reserves. Production facilities and equipment are stated at cost and will be depreciated using the units-of-production method at rates sufficient to depreciate the assets over their estimated useful lives, not to exceed the life of the mine to which the assets relate.

Government incentives

The Company is entitled to the refundable Saskatchewan Targeted Mineral Exploration Incentive ("TMEI") grant as a result of incurring qualifying mineral exploration expenses in Saskatchewan. These amounts are recognized when the amount to be received can be reasonably estimated and collection is reasonably assured. Once recovered, these amounts are treated as a reduction to the carrying value of mineral properties.

12. ACCOUNTING ISSUES

Management of Capital Risk

The objective when managing capital is to safeguard Fathom's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

Fathom considers its shareholders equity, cash and equivalents as capital. Fathom manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, Altitude may issue new shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. Altitude's working capital deficit at July 31, 2018 was $39,719 (2017 - $697,157). Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when Altitude needs to raise capital, there will be access to funds at that time.

Management of Financial Risk

Altitude is exposed to various financial instrument risks assesses the impact and likelihood of this exposure. These risks include fair value of financial instruments and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 15 to Altitude's audited annual financial statements for Fiscal 2018.

13. CHANGES TO SIGNIFICANT ACCOUNTING POLICIES

There have been no significant changes in accounting policies applicable for the current year.

Future accounting changes

We have assessed the following new standards and interpretations as having a possible impact on us in the future. We intend to adopt these standards and interpretations, if applicable, as at the required effective dates indicated below and are currently assessing the impact on our consolidated financial statements.

1)Amendments to IAS 37 – Onerous contracts, costs of fulfilling a contract
The amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract in onerous. The amendments apply for annual

reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied.

2)Amendments to IAS 1 – Classification of Liabilities as current or non-current
The amendments specify that the requirements for a right to be unconditional has been removed. Instead, now right to defer settlements must have substance and exist at the end of the reporting period. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023.

14. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – December 31, 2020	**49,980,149**
Common shares outstanding – December 31, 2019	**45,328,320**

Share Capital

Authorized, unlimited common shares without a value.

(i) In December 2019, the Company completed a private placement of 888,336 flow-through shares at $0.06 per share for net proceeds of $52,400. See Note 13, Commitments and contingencies.

(ii) In December 2020, the Company executed the conversion of five outstanding convertible debentures totaling $75,000 for 1,875,000 shares at a conversion price of $0.04 per share. Accrued interest of $4,192 at the year end date was paid in cash to the debenture holders. See Note 12, related parties.

(iii) In December 2019, the Company completed the issuance of 83,333 common shares at $0.06 per share in exchange for legal consulting services previously provided to the Company. The cost of the legal services had been accrued in the accounts of the Company and expensed as legal fees based on market rates for legal services of that nature. See Note 12, related parties.

(iv) In January 2020, the Company completed the issuance of 2,776,829 common shares at $0.06 per share in exchange for administrative and geological consulting services previously provided to the Company. The cost of the administrative and geological consulting services had been accrued in the accounts of the Company and expensed as administrative consulting fees, or capitalized as exploration and evaluation asset, based on market rates for comparable services. See Note 12, related parties.

Stock options

The Company has a stock option plan to provide officers, directors, employees and consultants of the Company with options to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the minimum exercise price of the options is the market price of the Company's stock on the date of grant. The maximum term of the options is five years. The flowing table summarizes the employees. Directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the year ended December 31, 2020 and 2019.

	Number of Options	Black-Scholes Value		Weighted Average Exercise Price	
Balance, Dec 31, 2018	2,485,000	$	94,200	$	0.05
Expired					
Cancelled			-		-
Balance, Dec 31, 2019	2,485,000	$	94,200	$	0.05
Expired	(1,485,000)				
Cancelled	(1,000,000)		-		-
Balance, Dec 31, 2020	-	$	94,200	$	-

On December 31, 2020, the Company and the holders of the options granted in 2018 agreed to cancel the remaining options not yet expired.

No stock options were issued in 2020 or 2019.

Warrants

At December 31, 2019, there were 1,492,316 warrants outstanding, which expired during the year ended December 31, 2020.

15. OTHER INFORMATION

Contractual Commitments

At December 31, 2020 Fathom had the following commitments for material exploration expenditures:

- The Company has a commitment to spend $53,300 from amounts raised through flow-through financing in 2019 on eligible Canadian exploration and development expenses. As a result of COVID-19 restrictions, on July 10, 2020 the Department of Finance announced that the time with which eligible corporations would have to incur expenditures was extended by 12 months. In the Company's case, the extension means that it must incur the eligible expenses by December 31, 2021. At December 31, 2020, the Company was still required to incur the full $53,300 of exploration expenses in order to fulfill its spending obligations. However, subsequent to year end but prior to the date of the release of this MD&A, the Company fulfilled its spending obligations on eligible expenditures at its Albert Lake project.

- As disclosed Note 6 (Exploration and Evaluation Asset) of the audited financial statements, the Company is required to incur annual minimum work program expenditures ranging between \$15.00 and \$25.00 per hectare in order to maintain title to the dispositions. Excess qualifying exploration expenditures can be carried forward indefinitely to be applied to future years' work requirements. At December 31, 2020, the Company had a commitment to incur qualifying expenditures of \$57,681 during dates ranging from April 20 to June 10, 2021 in order to maintain all mineral dispensations in good standing. Subsequent to year end but prior to the date of the release of this MD&A, the Company fulfilled its spending obligations on qualifying expenditures at its Albert Lake project.

Disclosure Controls and Procedures

Fathom's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2020. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that Fathom's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted by Fathom under Canadian securities legislation is reported within the time periods specified in those rules.

Internal Control over Financial Reporting

Fathom's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, Fathom's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There has been no change in Fathom's internal control over financial reporting during Fiscal 2020 that has materially affected, or is reasonably likely to materially affect, Fathom's internal control over financial reporting.

Limitations of Controls and Procedures

Fathom's Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Fathom have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Related Party Transactions

Transactions for Fiscal 2020 and 2019 are disclosed and explained in Note 12 to the audited financial statements for the year ended December 31, 2020, which accompanies this MD&A.

Risk Factors

Fathom is in the exploration stage and is subject to the risks and challenges similar to other companies at a comparable stage. Other than the risks relating to reliance on future financings as previously discussed, as well as those discussed elsewhere in this MD&A, the Fathom's risks include, but are not limited to its limited operating history, the speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no current mineral resources or reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, conflicts of interest, reliance on key individuals, enforcement of civil liabilities as discussed further below.

Limited Operating History - An investment in Fathom should be considered highly speculative due to the nature of Fathom's business. Fathom has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or be paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities - 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 from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Fathom may be affected by numerous factors which are beyond the control of Fathom and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, commodity 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 Fathom not receiving an adequate return of investment capital.

Substantial expenditures are required to establish mineral reserves through drilling, to develop processes to extract and process and refine the minerals and, in the case of new properties to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely basis. Estimates of mineral reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the quality and quantity of minerals ultimately mined may differ from that indicated by drilling results.

Fathom's Albert Lake Project is in the exploration stage only and is without known bodies of a mineral resource. The exploration programs proposed by Fathom are exploratory searches for commercial mineral deposits only. Development of any of Fathom's current or future mineral properties will only follow upon obtaining satisfactory exploration results.

Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral resources and reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that Fathom's mineral exploration activities will result in any discoveries of commercially minable ore bodies. Also, no assurance can be given that any or all of Fathom's properties will not be subject to prior unregistered agreements or interests or undetected claims which could be materially adverse to Fathom.

No Mineral Resource or Reserves - All of the Fathom properties are considered to be in the exploration stage only and do not contain a known mineral resource. Mineral resources and reserves are estimates and no assurance can be given that the anticipated mineral grades, and tonnages will be achieved or that the indicated level of recovery will be realized. Resource and reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of base and precious minerals, as well as increased production costs or reduced recovery rates may render reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of resources and/or reserves.

Conflicts of Interest - Certain of the Directors and Officers of Fathom are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such Directors and Officers of Fathom may become subject to conflicts of interest. Canadian corporate laws provide that in the event that a Director has an interest in a contract or proposed contract or agreement, the Director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under those laws. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable Canadian corporate laws.

Operating Hazards and Risks - Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Fathom's operations will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.

Mining Risks and Insurance - The business of exploring for and mining base and precious minerals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

Environmental and Other Regulatory Requirements – Fathom's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and Directors, Officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The exploration operations of Fathom and development and commencement of production on its properties require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Fathom believes it is in substantial compliance with all material laws and regulations, which currently apply to its activities.

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

Competition - Significant and increasing competition exists for the limited number of minerals exploration acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than Fathom, Fathom may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that Fathom's exploration and acquisition programs will yield any resources or reserves or result in any commercial mining operation.

Stage of Development - Fathom is in the business of exploring for, with the ultimate goal of extracting and refining minerals from its mineral exploration property. Fathom's Albert Lake Property has not commenced commercial production and Fathom has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that Fathom will be able to develop any of its current or future properties profitably or that its activities will generate positive cash flow.

Fathom has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future. Fathom has not sufficiently diversified such that it can mitigate the risks associated with its planned activities.

A prospective investor in Fathom must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of Fathom's management in all aspects of the development and implementation of Fathom's business activities.

Fluctuations in Commodity Prices - The profitability, if any, in any mining operation in which Altitude has an interest is significantly affected by changes in the market price of nickel, copper, platinum and palladium, and other base and precious metals, which fluctuate on a short-term basis and are affected by numerous factors beyond Fathom's control.

Reliance on Key Individuals – Fathom's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in Fathom's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on Fathom.

Corporate Governance
Fathom's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

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16. FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements with respect to Fathom's expectations, estimates and projections regarding its business and the economic environment in which it operates. These forward-looking statements, by their nature, involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time that they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. Except as required by securities law, the Company does not intend, and assumes no obligation, to update the forward-looking statements contained herein.

DIRECTORS
Brad Van Den Bussche
Ian Fraser
Mark Cummings[1,2]
John Morgan[1,2]
Eugene Chen[1,2]

[1] *Member of the Audit Committee*
[2] *Member of the Compensation Committee*

OFFICERS
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Ian Fraser. Vice President Exploration
Doug Porter, CFO

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AUDITORS
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CONSULTING GEOLOGISTS
TerraLogic Exploration Inc.
Cranbrook, BC

3. Schedule B: Certificate of the Issuer

Pursuant to a resolution duly passed by its Board of Directors, Fathom Nickel Inc. hereby applies for the listing of the above-mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to Fathom Nickel Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which was made.

Dated at Calgary, Alberta this 20th day of May 2021.

"Brad Van Den Bussche"	*"Doug Porter"*
Brad Van Den Bussche, President and Chief Executive Officer	Doug Porter, Chief Financial Officer

4. Capitalization

(i) Issued Capital

	Number of Issuer Shares (non-diluted)	Number of Resulting Issuer Shares (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	45,311,393	56,542,411	100.00%	100.00%
Held by Related Persons (B)	6,671,062	9,490,655	14.7%	16.8%
Total Public Float (A-B)	38,640,331	46,901,756	85.3%	83.2%
Freely-Tradeable Float				
Number of outstanding shares subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	27,635,155	27,785,155	61%	49.1%
Total Tradeable Float (A-C)	17,676,238	28,757,256	39%	50.9%

Public Securityholders (Registered)

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	11	15,500
2,000 – 2,999 securities	3	6,000
3,000 – 3,999 securities	8	25,750
4,000 – 4,999 securities	0	0
5,000 or more securities	107	23,282,407
TOTAL	**129**	**23,329,657**

Public Securityholders (Beneficial)

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0

5,000 or more securities	68	15,085,500
TOTAL	**68**	**15,085,500**

Non-Public Securityholders (Registered)

Size of Holding	Number of Holders	Total Number of Securities
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	8	6,671,062
TOTAL	**8**	**6,671,062**

(ii) Convertible Securities

Description of Security	Date of Expiry	Exercise Price ($)	Number of convertible/ exchangeable securities outstanding	Number of listed securities issuable upon conversion/ exercise
Stock Options	May 25, 2026	$0.70	3,000,150	3,000,150
Restricted Share Units	March 15, 2024	n/a	115,000	115,000
Warrants	March 15, 2023	$1.00	6,358,500	6,358,500
Compensation Options	March 15, 2023	$0.70	1,071,669	1,071,669
Warrants underlying Compensation Options	March 15, 2023	$1.00	535,849	535,849