NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE.

PROSPECTUS

New Issue **December 17, 2021**

STRATEGX ELEMENTS CORP.

852,500 COMMON SHARES ISSUABLE UPON THE EXERCISE OF
852,500 PREVIOUSLY ISSUED SPECIAL WARRANTS

This non-offering prospectus (the "**Prospectus**") qualifies the distribution of 852,500 common shares of StrategX Elements Corp. (the "**Company**" or "**StrategX**"), without additional payment, upon the exercise or deemed exercise of 852,500 issued and outstanding special warrants (each, a "**Special Warrant**") of the Company.

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

852,500 Special Warrants were issued by the Company on a private placement basis on September 24, 2021, at which time the Company issued 852,500 Special Warrants at a price of $0.25 per Special Warrant and received gross proceeds of $213,125 from the sale of the Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one common share of the Company (each, a "**SW Share**"). Each Special Warrant will automatically convert at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the date on which the Receipt is issued by the British Columbia Securities Commission; and (b) four months and one day from the date of issue of the Special Warrants. Upon exercise or deemed exercise of the Special Warrants, and without additional payment therefor, the Company will issue 852,500 SW Shares.

An application has been made to list the Company's common shares on the Canadian Securities Exchange (the "**CSE**"). Listing is subject to the Company fulfilling all of the listing requirements of the CSE, which include becoming a reporting issuer.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted on any stock exchange or quotation service. **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*".**

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

An investment in securities of the Company involves a high degree of risk and must be considered speculative due to the nature of the Company's business and the present stage of exploration of its mineral properties. 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 Company's securities. See "*Risk Factors*".

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

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 the Special Warrants prior to the date on which the Receipt is issued by the British Columbia Securities Commission, the securities issued upon exercise of those Special Warrants will be subject to statutory hold periods under applicable securities legislation and will bear any 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 Company has not authorized anyone to provide investors with information different from that contained in this Prospectus. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

The Company's head office is located at #514 – 55 Water Street, Vancouver, BC V6B 1A1. The Company's registered office is located at Suite 600 – 890 West Pender Street, Vancouver, BC, V6C 1J9.

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GENERAL MATTERS

The Company: References in this Prospectus to "**the Company**" or "**StrategX**" refer to StrategX Elements Corp.

Glossary of Terms: See "*Glossary of Terms*" below for the meaning assigned to certain capitalized terms in this Prospectus.

Currency: In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

IFRS: For reporting purposes, the Company prepares its financial statements in Canadian dollars and in conformity with International Financial Reporting Standards.

Date of Information: Except as otherwise indicated in this Prospectus, all information disclosed in this Prospectus is as of date of this Prospectus, or as known to the Company, as of the date of this Prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

Certain statements contained in this Prospectus (including the Appendices attached hereto and the documents incorporated by reference herein) may constitute forward-looking information, future oriented financial information or financial outlooks (collectively, "**forward-looking information**") within the meaning of applicable Canadian securities legislation, including, but not limited to statements or information with respect to this Prospectus, the Company's future outlook and anticipated events or results. In some cases, forward-looking information can be identified by terminology such as "*anticipate*", "*believe*" "*budget*", "*continue*", "*could*", "*estimate*", "*expect*", "*forecast*", "*goal*", "*intend*", "*may*", "*plan*", "*potential*", "*possible*", "*predict*", "*project*", "*scheduled*", "*should*", "*targeted*", "*will*", and similar expressions or variations (including negative variations) of such words concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to: expectations, strategies and plans, including the Company's proposed expenditures for exploration work on its 939 Property, and general and administrative expenses (see "*Narrative Description of the Business - Technical Summary of the 939 Property*" and "*Use of Available Funds*" for further details); the results of future exploration work and the estimated timelines for same; the timing, receipt and maintenance of approvals, licenses and permits from applicable government, regulatory or administrative bodies; expectations generally about the Company's business plan and its ability to raise further capital for corporate purposes and further exploration; future financial or operating performance and condition of the Company and its business, operations and properties; environmental, health and safety regulations affecting the mineral exploration industry; competitive conditions; expectations respecting executive compensation; involvement and impact of First Nations land claims and NGOs; staffing of exploration activities and access to services and supplies at the 939 Property; the impact of the COVID19 public health crisis; capital and operating expenditures; and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

Although the forward-looking information in this Prospectus reflects management's current beliefs about the prospects of the Company based on information currently available to management and on what management believes to be reasonable assumptions, there is no certainty that the actual results achieved will be consistent with such forward-looking information. Forward-looking information is not a guarantee of future performance and by its nature is based on assumptions and involves significant known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements, industry results, prospects and opportunities of the Company in future periods to be materially different from those expressed or implied by the forward-looking information provided in this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking information prove incorrect, then any such change could cause actual results, performance or achievements to differ materially from the anticipated results expressed or implied in the forward-looking information set out in this Prospectus.

With respect to the forward-looking statements information contained in this Prospectus, although the Company believes that the expectations and assumptions on which the forward-looking information are based are reasonable, undue reliance should not be placed on the statements containing forward-looking information, because no assurance can be given that they will prove to be correct. Since statements containing forward-looking information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks which include, but are not limited to risks related to general business, economic, competitive, political and social uncertainties; risks related to the effects of the COVID-19 pandemic on the Company's operations; operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the actual results of current exploration activities and actual results of reclamation activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, changes in labour costs and other costs and expenses or equipment or processes to operate as anticipated, 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, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and commodity prices. This list is not exhaustive. A large number of factors could affect the assumptions on which statements about forward looking information are made in this Prospectus or the underlying assumptions. A discussion of the factors that could cause actual results to differ significantly from the forward-looking information given in this Prospectus is set out under the heading "*Risk Factors*". Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the Company will be able to carry on exploration and development activities as anticipated; required approvals, licenses and permits for its proposed exploration program on the 939 Property will be obtained; sufficient working capital will be available for exploration and the Company's general operations; the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and the Company will not experience any material labour dispute, accident, or failure of plant or equipment and such other assumptions and factors as set out herein. See "*Risk Factors*".

Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information in this Prospectus, there may be other factors and risks that cause actions, events or results that have not been anticipated. **There can be no assurance that the forward-looking information in this Prospectus will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The factors discussed in this section should therefore be weighed carefully and readers should not place undue reliance on the forward-looking information provided in this Prospectus. Forward-looking information contained in this Prospectus is expressly qualified in its entirety by the foregoing cautionary statements and speak only as of the date of this Prospectus. Except as required under applicable laws, the Company assumes no obligation to update or revise such information to reflect new events or circumstances.**

GLOSSARY OF TERMS

The following is a glossary of terms and abbreviations used frequently throughout this Prospectus:

"**939 Property**" or the "**Property**" means the two (2) prospecting permits totalling approximately 11,116 ha and seven (7) mining claims totalling approximately 6,710 ha of mineral rights located 235 km east of Yellowknife, Northwest Territories, north of the east arm of Great Slave Lake.

"**939 Property Purchase Agreement**" means the property purchase agreement between the Company and Hunter Exploration Group dated January 11, 2021, as amended October 8, 2021, pursuant to which the Company acquired a 100% interest in the 939 Property, subject to a 2% NSR Royalty and a 2% GORR.

"**affiliate**" means a company that is affiliated with another company as described below:

A company is an "*affiliate*" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same person.

A company is "*controlled*" by a person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and

(b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that person, or

(b) an affiliate of that person or an affiliate of any company controlled by that person.

"**associate**" when used to indicate a relationship with a person, means:

(a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling that person to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;

(b) any partner of the person;

(c) any trust or estate in which the person has a substantial beneficial interest or in respect of which the person serves as trustee or in a similar capacity; and

(d) in the case of a person who is an individual, a relative of that person including:

(i) that person's spouse or child, or

(ii) any relative of that person or of that person's spouse who has the same residence as that person.

"**Author**" means Dean Besserer, B.Sc., P.Geol., the author of the Technical Report.

"**BCBCA**" means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

"**BCSC**" means, the British Columbia Securities Commission.

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

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

"**CFO**" or "**Chief Financial Officer**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

"**company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Company**" or "**StrategX**" means StrategX Elements Corp, a company incorporated under the BCBCA.

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

"**Escrow Agreement**" has the meaning ascribed to it under "*Escrowed Securities*".

"**Financial Statements**" means the financial statements attached to this Prospectus, being the audited consolidated annual financial statements of the Company for the financial years ended December 31, 2020 and 2019; and the unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2021 and 2020.

"**Form 51-102F2**" means Form 51-102F2 – *Annual Information Form* of the Canadian Securities Administrators.

"**Form 51-102F5**" means Form 51-102F5 – *Information Circular* of the Canadian Securities Administrators.

"**Form 51-102F6V**" means Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* of the Canadian securities administrators.

"**GORR**" has the meaning ascribed to it under "*Description of the Business – Property Acquisitions – 939 Property*".

"**HEG**" or "**Hunter**" means Hunter Exploration Group.

"**Insider**" if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of a company that is an Insider or subsidiary of the issuer;

(c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

"**Listing Date**" means the date on which the Shares are listed for trading on the CSE.

"**MD&A**" means management discussion and analysis.

"**MEL Project**" means the 46 mineral claims located in Nunavut commonly referred to as the "*MEL Project*" which are more particularly described under "*Description of the Business – Other Properties – MEL Project*".

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

“**NI 41-101**” means National Instrument 41-101 - *General Prospectus Requirements* of the Canadian Securities Administrators.

“**NI 43-101**” means National Instrument 43-101 - *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators.

“**NI 52-110**” means National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators.

“**NI 58-101**” means National Instrument 58-101 - *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.

“**NP 46-201**” means National Policy 46-201 - *Escrow for Initial Public Offerings* of the Canadian Securities Administrators.

“**NP 58-201**” means National Policy 58-201 - *Corporate Governance Guidelines* of the Canadian Securities Administrators.

“**NSR Royalty**” has the meaning ascribed to it under “*Description of the Business - Property Acquisitions - 939 Property*”.

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

“**person**” means a company or individual.

“**Principal**” of an issuer means:

(a) a person or company who acted as a promoter of the issuer within two years before the prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s initial public offering; or

(d) a 10% holder – a person or company that:

(i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer'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 issuer or any of its material operating subsidiaries;

"**Project N**" means the 13 mineral claims located in Nunavut commonly referred to as the "*Project N*" which are more particularly described under "*Description of the Business – Other Properties – Project N*".

"**Promoter**" has the meaning specified in section 1(1) of the *Securities Act* (British Columbia), generally, being a person who, acting alone or in concert with one or more other persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer.

"**Prospectus**" means this prospectus dated as of the date on the cover page, and includes any appendices, schedules or attachments hereto.

"**Qualified Person**" means an individual who:

(a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;

(b) has experience relevant to the subject matter of the 939 Property and of the Technical Report; and

(c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A of NI 43-101, has the corresponding designation in Appendix A of NI 43-101.

"**Receipt**" means a receipt for the final Prospectus to qualify the distribution of the SW Shares received by the Company from the BCSC.

"**SEDAR**" means System for Electronic Document Analysis and Retrieval, having a website located at www.sedar.com.

"**Seed Private Placements**" means, collectively, all of the private placement financings completed by the Company prior to the date of this Prospectus, including the Special Warrant Private Placement.

"**Shareholder**" means a holder of Shares.

"**Shares**" means the common shares in the capital of the Company and "**Share**" means any one of them.

"**Special Warrant**" means a special warrant issued by the Company under the Special Warrant Private Placement entitling the holder the right to acquire, without additional payment, one SW Share for each Special Warrant held.

"**Special Warrant Private Placement**" means the non-brokered private placement financing by the Company completed on September 24, 2021, and consisting of the sale of an aggregate 852,500 Special Warrants at a price of $0.25 per Special Warrant.

"**Stock Option Plan**" means the Company's current stock option plan dated March 31, 2021.

"**SW Shares**" means the 852,500 Shares to be issued on exercise or deemed exercise of the Special Warrants, and "**SW Share**" means any one of them.

"**Technical Report**" means the amended report dated November 10, 2021 having an effective date of July 9, 2021, entitled "*NI 43-101 Technical Report for the 939 Property, Northwest Territories, Canada*" and prepared for the Company by the Author in accordance with NI 43-101.

"**Transfer Agent**" means Olympia Trust Company.

"**Units**" means the 1,500,000 units of the Company, each of which is comprised of one Share and one Unit Warrant, issuable under the 939 Property Purchase Agreement.

"**Unit Warrants**" means the Share purchase warrants of the Company comprising part of the Units, each of which will be exercisable for one Unit Warrant Share at a price of $0.50 for a period of five years from the date of issue of the Unit Warrants.

"**Unit Warrant Shares**" means the Shares issuable by the Company upon the due exercise of the Unit Warrants.

"**Warrants**" means the 4,250,000 outstanding Share purchase warrants of the Company issued on various dates, each of which is exercisable by the holder thereof for one Warrant Share at prices ranging from $0.10 - $0.15, until the date that is two (2) years after the Listing Date.

"**Warrant Shares**" means the Shares issuable by the Company upon the due exercise of the Warrants.

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. This summary is qualified in its entirety by the more detailed information, financial data and statements contained herein and readers are directed to carefully review this Prospectus in its entirety.

The Company:	StrategX Elements Corp. is a British Columbia company incorporated under the BCBCA.
Business of the Company:	The Company is engaged in the business of exploration of mineral properties in Canada. The Company's principal property is the 939 Property located in the Northwest Territories. The Company's principal objective is to explore and, if warranted, develop the 939 Property. The Company also owns the MEL Project and Project N, both of which are located in Nunavut. The Company may also acquire interests in other properties if merited. See "*Description of the Business – Property Acquisitions*".
The Property:	The Company's principal property, the 939 Property, is an exploration property that consists of two (2) prospecting permits totalling approximately 11,116 ha and seven (7) mining claims totalling approximately 6,710 ha of mineral rights located 235 km east of Yellowknife, Northwest Territories, north of the east arm of Great Slave Lake.
Directors & Senior Management:	Darren Bahrey - CEO, President, Director & Promoter Ke Feng (Andrea) Yuan - CFO and Corporate Secretary Freeman Smith - Vice-President Exploration Paula Caldwell St-Onge - Director Ryan McEachern - Director See "*Directors and Executive Officers*" and "*Promoters*".
Special Warrants:	This Prospectus is being filed to qualify the distribution in the Provinces of British Columbia, Alberta and Ontario of 852,500 SW Shares issuable to the holders of a total of 852,500 Special Warrants, upon the automatic exercise of those Special Warrants. The Special Warrants will automatically convert at 4:00 p.m. on the date that is the earlier of: (a) the third business day after the date on which the Receipt is granted by the BCSC; and (b) four months and one day from the date the Special Warrants were issued (being January 25, 2022). 852,500 Special Warrants were issued on September 24, 2021, at a price of $0.25 per Special Warrant, and there will be no additional proceeds to the Company from the exercise of these Special Warrants. See "*Plan of Distribution – Special Warrants*".
Listing:	The Company has applied to have its Shares listed on the CSE. Listing is subject to the Company fulfilling all of the listing requirements of the CSE. See "*Plan of Distribution – CSE Listing*".

Use of Available Funds: The Company's estimated working capital as of November 30, 2021, the most recent month end, is approximately \$794,085. The expected principal purposes for which the available funds will be used are as follows:

Principal Purposes		$
1.	To pay the estimated remaining costs of the Prospectus filing and CSE listing fees(1)	10,000
2.	To pay for the recommended Phase 1 work program expenditures on the 939 Property(2)	350,000
3.	To pay outstanding purchase price payment owing under the 939 Property Purchase Agreement(3)	50,000
4.	Estimated management fees for 12 months	192,000
5.	Estimated general and administrative expenses for 12 months	191,700
6.	Unallocated working capital	385
	Total:	**794,085**

Note:
(1) Includes balance of CSE listing fee, legal and auditing fees.
(2) See "*Narrative Description of the Business - Technical Summary of the 939 Property*".
(3) See "*Description of the Business – Property Acquisitions – 939 Property*"

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

Risk Factors: An investment in the securities of the Company should be considered highly speculative and investors may incur a loss on their investment. While the Company owns the 939 Property, there are outstanding purchase payments due under the 939 Property Purchase Agreement. There is no guarantee that the Company will be able to meet its obligations under the 939 Property Purchase Agreement, failure of which could mean that the Company will lose the 939 Property. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to: insufficient capital; limited operating history; lack of operating cash flow; there is not presently an active market for the Shares; the future price of the Shares will vary depending on factors unrelated to the Company's performance or intrinsic fair value; the Company's ability to discover, market and develop commercial quantities of ore or diamonds is uncertain; some aspects of the Company's operations entail risk that cannot be insured against or may not be covered by insurance; the calculation of the economic value of ore or diamonds is subject to a high degree of variability and uncertainty; if the Company cannot raise additional equity financing, then it may lose some or all of its interest in the 939 Property; risks related to the COVID-19 outbreak, the Company is an early stage company; the Company operates at a loss and may never generate a profit; the Company operates in a highly competitive environment; the Company operates in a highly regulated environment that is subject to changes, some unforeseen, to government policy; unasserted Indigenous title claims and risks related to First Nations land use; the Company operates in an environment with significant environmental and safety regulations and risks; regulatory requirements; the impact of non-governmental organizations, public interest groups and reporting organizations on the Company's operations and on mining exploration as a whole; volatility of mineral prices; some of the Company's directors have involvement in other companies in the same sector; and price volatility of publicly traded securities. See "*Risk Factors*" for details of these and other risks relating to the Company's business.

Summary of Selected Consolidated Financial Information:

The table below summarizes selected financial data for the period indicated and is qualified in its entirety by, and should be read in conjunction with, the Financial Statements and MD&A. All financial statements of the Company are prepared in accordance with IFRS.

See "*Management's Discussion and Analysis"*.

	9 mos. ended Sep 30, 2021 (unaudited) $	**Year ended Dec 31, 2020 (audited) $**	**Year ended Dec 31, 2019 (audited) $**
Revenue	--	--	--
Total expenses	399,105	86,697	69,924
Government grant – CEBA loan	--	16,743	--
Net loss and comprehensive loss for the period	(399,105)	(69,954)	(69,924)
Current assets	958,149	100,078	91,862
Total assets	2,399,890	1,150,545	1,056,188
Current liabilities	163,224	113,265	251,697
Long term debt	26,625	24,793	--
Cash dividends for Share	--	--	--
Loss per share (basic and diluted)	(0.02)	(0.01)	(0.01)
Share Capital	2,215,050	1,187,035	909,085
Number of Shares	22,200,763	15,304,667	13,451,667
Retained earnings (deficit)	(573,653)	(174,548)	(104,594)

CORPORATE STRUCTURE

Name, Address and Incorporation

The full name of the Company is "*StrategX Elements Corp*". The Company was incorporated in British Columbia under the BCBCA on June 28, 2018.

The Company was registered as an Extra-Territorial Corporation in the Northwest Territories on April 26, 2019. The Company was registered as an Extra-Territorial Corporation in Nunavut on March 26, 2021.

The Company's head office is located at #514 – 55 Water Street, Vancouver, British Columbia V6B 1A1 and its registered office is located at Suite 600 – 890 West Pender Street, Vancouver, British Columbia V6C 1J9.

Intercorporate Relationships

The Company does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

General

StrategX is engaged in the business of the acquisition, exploration and, if warranted, development of mineral properties. The Company's principal property is the 939 Property located in the Northwest Territories, Canada. StrategX owns 100% of the 939 Property, subject to a 2% NSR Royalty and a 2% GORR over diamonds produced from the 939 Property. The 939 Property is in the preliminary stage of exploration and does not have a known commercial body of ore or minerals. The Company also owns the MEL Project and Project N which are both grassroots projects located in Nunavut. See "*Property Acquisitions*" and "*Narrative Description of the Business*" below.

Property Acquisitions

939 Property

On September 24, 2018, in an arm's length transaction, StrategX entered into a letter agreement with Hunter Exploration Group ("**HEG**") pursuant to which StrategX was granted an option to acquire 100% of the 939 Property, subject to a 2% net smelter returns royalty and 2% gross overriding royalty on diamonds in favour of HEG. In order to exercise the option in full, the Company was required to pay an aggregate of $350,000 cash, in tranches, by July 1, 2021, incur an aggregate of $4,000,000 in exploration expenditures on the 939 Property, in tranches by December 31, 2021 and, within 10 days of the last of the previously noted option payments being made, issue 1,500,000 Units to HEG, with each Unit being comprised of one Share and one Unit Warrant, and with each Unit Warrant being exercisable for one Unit Warrant Share at a price of $0.50 for a period of five years from the date of issue of the Unit Warrants. In addition, commencing July 1, 2022, the Company was required to commence paying HEG an advance royalty payment of $100,000 per year. Per this letter agreement, the 939 Property included any additional claims that were staked or acquired by either party within an area of interest outlined on the map attached as a schedule to the agreement.

StrategX and HEG entered into a subsequent property purchase agreement (the 939 Property Purchase Agreement) on January 11, 2021, as amended October 8, 2021, which superseded and replaced in its entirety the prior letter agreement. Pursuant to the 939 Property Purchase Agreement, StrategX acquired 100% of the 939 Property on January 13, 2021, subject to the royalties described below. The purchase price for the 939 Property is $350,000 cash payable in tranches ($300,000 of which has been paid and $50,000 of which is due by July 1, 2022); $4,000,000 in expenditures on the 939 Property to be incurred by December 31, 2023; and within 10 days of the last of the previously noted payments being made, StrategX must issue to HEG 1,500,000 Units. Upon transfer of title of the

939 Property to StrategX on January 13, 2021, StrategX and HEG entered into a diamond gross overriding royalty and NSR royalty agreement which granted to HEG a 2% gross overriding royalty (the "**GORR**") on all diamonds produced from the 939 Property and a 2% net smelter returns royalty (the "**NSR Royalty**") on all products other than diamonds produced from the 939 Property. Pursuant to the 939 Property Purchase Agreement, StrategX is required to pay HEG an advance royalty payment of $100,000 per year commencing July 1, 2023 and continuing until commencement of commercial production. The agreement also provides that the 939 Property includes any additional claims that were staked or acquired by either party within an area of interest outlined on the map attached as a schedule to the agreement.

As at the date hereof, the Company has sufficient funds to make all required payments under the 939 Property Purchase Agreement for the next 12 months. The Company will need additional funds to meet its requirements to incur $4,000,000 by December 31, 2023. StrategX plans to raise the funds required by way of equity financing(s). There is no guarantee that the Company will be able to raise the funds needed.

Other Properties

MEL Project

Pursuant to an arm's length agreement with North Arrow Minerals Inc. dated January 13, 2021, StrategX acquired 100% of the non-diamond mineral rights in respect of 46 mineral claims (covering approximately 56,075 ha of land) in Nunavut, commonly referred to as the "*MEL Project*", subject to a 1% gross overriding royalty on non-diamond mineral production from the property, half of which royalty may be purchased at any time by StrategX for $1,000,000. This royalty applies to any property owned by StrategX within an area of interest extending up to 5 km from the MEL Project boundary. Pursuant to the same agreement, StrategX was granted a 2% gross overriding diamond royalty (reduced to 1% in areas where there is an existing underlying royalty) over the same property, half of which royalty may be purchased by North Arrow Mines Inc. at any time for $2,000,000. Under the agreement, the parties also agreed to share exploration infrastructure in support of their respective exploration and evaluation efforts on the Melville Peninsula and accordingly also entered into a camp and permit sharing arrangement. The Company has not completed any exploratory programs on the MEL Project and no exploration work is currently proposed. The Company anticipates that during the next 12 months it will evaluate the extensive database provided by the vendor to determine potential future exploration work on the MEL Project.

Project N

StrategX also owns 100% of 13 mineral claims (covering approximately 9,646 ha of land) in Nunavut, which it staked from February 2021 to April 2021. The Company refers to these claims collectively as "*Project N*". No exploration program has been completed on these claims to date and it is not anticipated that the Company will conduct any exploration work on these claims in the next 12 months.

History

The Company was incorporated on June 28, 2018, under the BCBCA. Since incorporation, the Company has operated as a junior resources company focused on the acquisition and exploration of mineral properties located in the Northwest Territories and Nunavut. The acquisition of its property interests is described above under "*Property Acquisitions*".

Following incorporation, the Company was capitalized as follows:

- On August 3, 2018, the Company issued an aggregate of 4,000,000 units @ $0.01/unit for total gross proceeds of $40,000. Each unit was comprised of one Share and one Warrant, with each Warrant being exercisable for one Share at a purchase price of $0.10/Share for a period of two years from completion of a liquidity event (i.e., the Listing Date).

- On September 12, 2018, the Company issued an aggregate of 2,500,000 Shares @ $0.075/Share for total gross proceeds of $187,500.

- On November 9, 2018, the Company issued an aggregate of 1,400,000 Shares @ $0.075/Share for total gross proceeds of $105,000.

- On January 31, 2019, the Company issued an aggregate of 600,000 Shares @ $0.075/Share for total gross proceeds of $45,000.

- On March 28, 2019, the Company issued an aggregate of 650,000 Shares @ $0.10/Share for total gross proceeds of $65,000.

- On April 8, 2019, the Company issued an aggregate of 2,550,000 Shares @ $0.10/Share for total gross proceeds of $255,000.

- On October 4, 2019, the Company issued an aggregate of 900,000 Shares @ $0.10/Share for total gross proceeds of $90,000.

- On December 15, 2019, the Company issued an aggregate of 166,666 Shares @ $0.15/Share for total gross proceeds of $24,999.90.

- On December 23, 2019, the Company issued an aggregate of 685,000 Shares @ $0.15/Share for total gross proceeds of $102,750.

- On October 5, 2020, the Company issued an aggregate of 453,000 Shares @ $0.15/Share for total gross proceeds of $67,950.

- Pursuant to a debt settlement agreement with a director and officer of the Company, on December 31, 2020, the Company issued 1,400,000 Shares at a deemed price of $0.15/Share in settlement of $210,000 debt owed.

- On March 1, 2021, the Company issued an aggregate of 800,000 Warrants to three executive officers, with each Warrant being exercisable for one Share at a purchase price of $0.15/Share for a period of two years from completion of a liquidity event (i.e., the Listing Date).

- On March 5, 2021, the Company issued an aggregate of 1,625,100 Shares @ $0.15/Share for total gross proceeds of $243,765.

- On March 31, 2021, the Company issued an aggregate of 2,399,998 Shares @ $0.15/Share for total gross proceeds of $359,999.70.

- On April 1, 2021, the Company issued 100,000 Warrants to a new director, with each Warrant being exercisable for one Share at a purchase price of $0.15/Share for a period of two years from completion of a liquidity event (i.e., the Listing Date).

- On April 15, 2021, the Company issued an aggregate of 1,917,666 Shares @ $0.15/Share for total gross proceeds of $287,649.90.

- On April 23, 2021, the Company issued an aggregate of 873,332 Shares @ $0.15/Share for total gross proceeds of $130,999.80.

- On April 30, 2021, the Company issued 100,000 Warrants to a new director and 50,000 Warrants to a consultant, with each Warrant being exercisable for one Share at a purchase price of $0.15/Share for a period of two years from completion of a liquidity event (i.e., the Listing Date).

- On July 16, 2021, the Company issued an aggregate of 40,000 Shares @ $0.25/Share for total gross proceeds of $10,000.

- On July 16, 2021, the Company issued an aggregate of 1,000,000 special warrants @ $0.25/special warrant for total gross proceeds of $250,000. On November 17, 2021, for no additional consideration, the Company issued an aggregate of 1,000,000 Shares on the automatic conversion of these special warrants.

- On September 24, 2021, the Company issued an aggregate of 40,000 Shares @ $0.25/Share for total gross proceeds of $10,000.

- On September 24, 2021, the Company issued an aggregate of 852,500 Special Warrants @ $0.25/Special Warrant for total gross proceeds of $213,125. Refer to "*Description of the Securities Distributed – Special Warrants*".

- On October 31, 2021, upon the exercise of 800,000 outstanding share purchase warrants, the Company issued an aggregate of 800,000 Shares @ $0.10/Share for total gross proceeds of $80,000.

Trends

As a junior resource issuer, StrategX is highly subject to the cycles of the resource sector and the financial markets as they relate to junior companies. The Company's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. The mineral exploration and development industry is very competitive. As a junior exploration company, StrategX is subject to numerous competitive conditions such as need for additional capital and commercial viability of its properties. Circumstances and events beyond its control could materially affect the financial performance of StrategX. Apart from these risks, and the risk factors noted under the heading "*Risk Factors*", StrategX is not aware of any other specific trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on its business, financial conditions or results of operations.

NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

StrategX is engaged in the business of the acquisition, exploration and development of mineral resource properties. The Company owns properties in the Northwest Territories and Nunavut, Canada. The Company's principal property is the 939 Property located in the Northwest Territories.

Stated Business Objectives

The Company is in the business of acquiring and exploring natural resource properties, with its current focus being on northern Canadian properties. The Company's principal property, the 939 Property, is in the exploration stage. The Company's other properties are considered grassroots properties. The Company's immediate plans are to focus its efforts on the 939 Property and to explore for cobalt and other mineralization on that property. The Company intends to use its available funds, including the net proceeds raised under the Special Warrants Private Placement, to carry out the following business objectives for the next 12 months:

1. Listing of its Shares on the CSE - estimated to cost $10,000 (including outstanding costs related to this Prospectus filing and monthly fees post-listing), which is expected to be completed within two months of the date of this Prospectus.

2. Completing the Phase 1 exploration program for the 939 Property recommended in the Technical Report (see "*Technical Summary of the 939 Property*" below) – estimated to cost $350,000. Commencement of

the Phase I program is expected to commence in January 2022, upon the availability of contractors and satisfactory weather conditions. The Phase I work program is estimated to be completed within three (3) months of commencement.

3. Additional work on the 939 Property will be contingent upon successful results being obtained from the recommended Phase I work program. If successful results are obtained from the recommended Phase I work program, the Company intends to proceed with a Phase II work program. The Company will need to raise additional funds to complete the Phase II work program on the 939 Property. There is no guarantee that the Company will be able to raise the funds needed.

As of the date of this Prospectus, the Company has three (3) part-time consultants and one full-time employee. The Company's leadership team is composed of the following: (i) Darren Bahrey – Chief Executive Officer, President, and a director; (ii) Ke Feng (Andrea) Yuan – Chief Financial Officer and Corporate Secretary; and (iii) Freeman Smith – Vice-President of Exploration.

Technical Summary of the 939 Property

The 939 Property is the Company's principal property (see "*Description of the Business – Property Acquisitions – 939 Property*" above).

The Company commissioned and has received an independent Technical Report on the 939 Property. The Technical Report, entitled "*NI 43-101 Technical Report for the 939 Property, Northwest Territories, Canada*", was prepared for StrategX by Dean Besserer, P.Geol. and was amended November 10, 2021, with an effective date of July 9, 2021. Mr. Besserer is independent of the Company and is a "*Qualified Person*" for purposes of NI 43-101. Mr. Besserer is also referred to below as the "**Author**".

The following information regarding the 939 Property is summarized or extracted from the Technical Report. All defined terms used in this section have the meaning ascribed to them in the Technical Report. Not all figures and tables from the Technical Report are included below. A copy of the Technical Report is expected to be made available under the Company's profile on the SEDAR website at www.sedar.com. A copy of the Technical Report will also be held at the Company's office located at #514 – 55 Water Street, Vancouver, BC, where it may be examined during normal business hours upon prior notice. **Readers are encouraged to review the Technical Report in its entirety.**

Project Description, Location and Access

Description and Location; Accessibility

The 939 Property is located 235 km east of Yellowknife, Northwest Territories (NWT), North of the East Arm of Great Slave Lake. The Property comprises 2 prospecting permits (11,116 ha) and 7 mineral claims (6,710 ha) of mineral rights.

The prospecting permits and contiguous ML1-ML 7 mineral claims are within the Misty Lake area on National Topographic ("**NTS**") 1:50,000 scale map sheets 075N03, 075K13_NE, 075N04_SE, 07504_NW and 75N04_NE. The Property is located between Universal Transverse Mercator ("**UTM**") 7,017,595mN, 6,992,513mN and Easting 555,993mE and 604,224mE. (Figure 4.1 and Table 4.1).

The Property can be accessed by fixed or rotary wing (helicopter) aircraft from Yellowknife which is approximately 235 km east of the Property. Staging of camp gear, fuel and equipment can be organized using the winter ice road which services the Snap Lake and Gahcho Kue mines. All supplies can be accessed from Yellowknife, including casual workers as well as professional services of engineers, geologists, and surveyors.

Prospecting can be conducted between June and September most years, and exploration can be conducted year-round.

The 939 Property mineral claims are owned by Mr. Darren Bahrey and/or StrategX. *[Management's note: subsequent to the effective date of the Technical Report, effective July 20, 2021, Mr. Bahrey transferred the prospecting permits to StrategX for $1.00 and consequently, as at the date of this Prospectus, all prospecting permits and mineral claims comprising the 939 Property are registered in the Company's name.]* StrategX entered into a purchase agreement with Hunter Exploration Group to acquire a 100% interest in the Property upon completion of the terms of the agreement as described below in Section 4.2.

Figure 4.1 939 Property Mineral Tenure Overview.

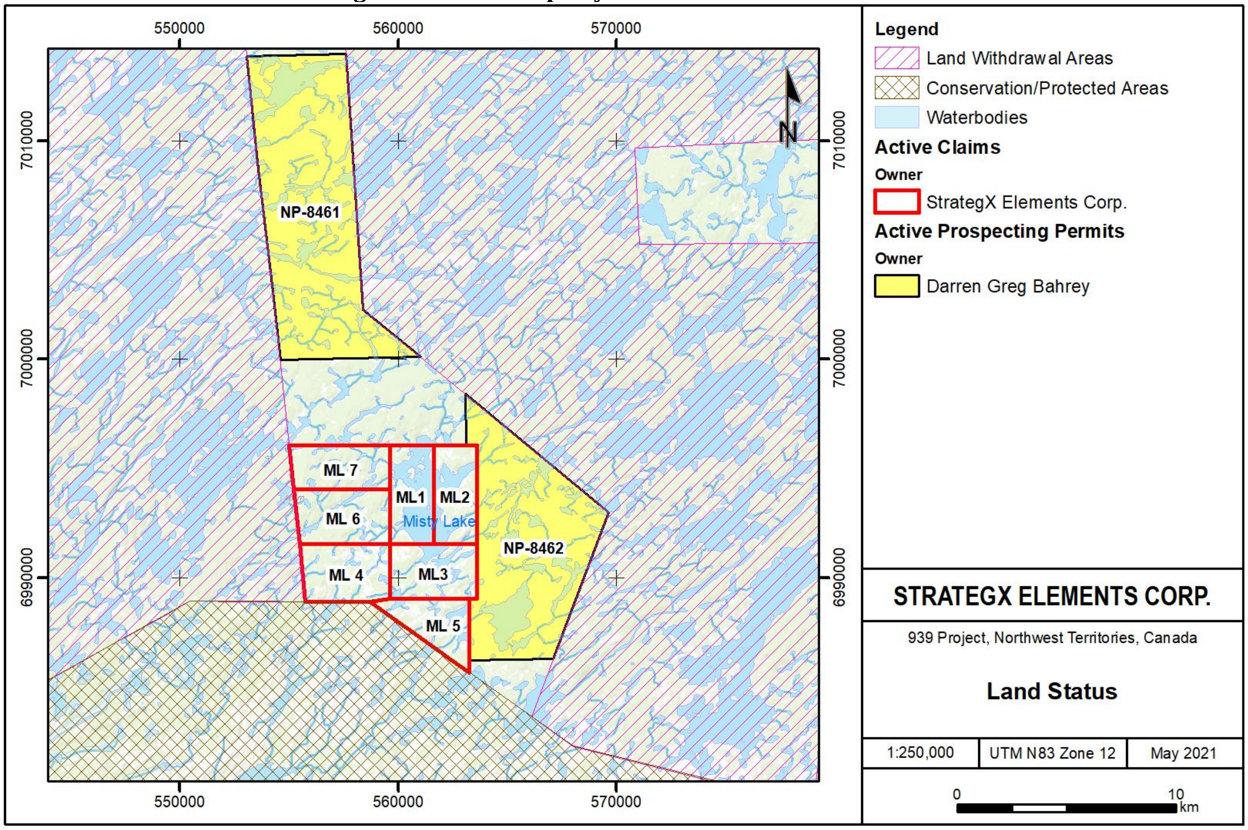


Table 4.1 Mineral Claim and Prospecting Permit Descriptions and Status for the 939 Property, NWT.

Mineral Claim Name:	Claim #	Size ha.	Anniversary Date:	Owner:
ML1	M11031	900	2021-05-14	StrategX Elements Corp.
ML2	M11032	900	2021-05-14	StrategX Elements Corp.
ML3	M11033	1,000	2021-05-14	StrategX Elements Corp.
ML 4	M11034	1,025	2021-12-03	StrategX Elements Corp.
ML 5	M11035	795	2021-12-03	StrategX Elements Corp.
ML 6	M11218	1,190	2021-09-05	StrategX Elements Corp.
ML 7	M11219	900	2021-09-05	StrategX Elements Corp.
Prospecting Permit ("PP") Number	**PP NTS Quadrant**	**Size ha.**	**Issue Date:**	**Owner:**
NP-8461	75N04NW	6218	02/01/19	Darren Greg Bahrey
NP-8462	75N04SE	4898	02/01/19	Darren Greg Bahrey

Royalties and Agreements

On January 11, 2021, StrategX entered into a property purchase agreement with Hunter Exploration Group, which agreement superseded and replaced an earlier property option agreement between the parties dated September 24, 2018. Pursuant to the 2021 agreement, StrategX acquired 100% of the Property on January 13, 2021, subject to a 2 % NSR royalty and 2% GORR on diamonds in favour of Hunter (described below). The purchase price for the Property is $350,000 cash payable in tranches by July 1, 2022; $4,000,000 in expenditures on the Property to be incurred by December 31, 2022; and within 10 days of the last of all other payments being made, StrategX must issue to Hunter 1,500,000 common shares and 1,500,000 warrants (each warrant will be exercisable for one common share at a purchase price of $0.50/share for a period of 5 years from the date of issue of the warrants). *[Management's Note: On October 8, 2021, the parties entered into an amendment agreement which extended the time by which StrategX has to incur $4,000,000 in expenditures on the Property to December 31, 2023.]* On January 13, 2021, StrategX and Hunter signed a diamond gross overriding royalty and NSR royalty agreement which granted to Hunter a 2% GORR on all diamonds produced from the Property and a 2% NSR royalty on all products other than diamonds produced from the Property. StrategX will pay Hunter an advance royalty payment of $100,000 per year commencing July 1, 2023, and continuing until commencement of commercial production.

Mineral Tenure (Modified from NGWT, 2018)

Crown lands are lands owned by the federal, territorial or provincial governments. Authority for control of these public lands' rests with the Crown, hence their name. In the Northwest Territories, Aboriginal Affairs and Northern Development Canada ("**AANDC**") is responsible for the majority of Crown land. Effective April 1, 2014, the responsibility for public land, water and resource management in the Northwest Territories shifted from AANDC to the Government of the Northwest Territories ("**GNWT**"). Public land is managed and administered by the GNWT, and specifically, by the Department of Municipal and Community Affairs ("**MACA**").

Administration of Crown lands, including minerals for the Northwest Territories and Nunavut, is based on the *Territorial Lands Act* ("**TLA**") and its regulations. The Regulations under the TLA that deal with mineral tenure, leasing and royalties are the Northwest Territories and Nunavut Mining Regulations ("**NTNMR**"), formerly known as the Canada Mining Regulations ("**CMR**"). Under the current NTNMR, a party may prospect for minerals and stake mineral claims on any Crown lands covered under the TLA.

Licence to Prospect (Prospector's Licence)

Any person at least 18 years old or a legally registered company under the *Business Corporations Act* (NWT or Canada) can obtain a license which must be renewed annually. Only a licensee or an individual acting on behalf of a licensee may acquire mineral rights and engage in mining activities under the Regulations, so it is important that the licence remains valid at all times. The person or company that physically erects the legal posts, boundary posts and witness posts (when necessary) to stake a claim for a licensee does not have to be a licensee themselves.

Prospecting Permits: Application Process (Relevant Sections of the Regulations: ss 8-11)

Section 9 of the Regulations describes the application process to apply for prospecting permits. Applications for prospecting permits can now be submitted any time between February 1 and the last business day of November before the year in which it is to commence. If two or more applications for a prospecting permit are made in respect of a prospecting permit zone, priority will be given in the following order:

- First, to applications presented in person at the office of the Mining Recorder on the first business day of November in the order of their receipt;
- Second, to applications received before the second business day of November in the order of their drawing from a lottery of all those applications; and

- ♦ Third, to other applications received after the first business day of November in the order of their receipt (and if this cannot be determined, then in the order of their drawing from a lottery).

How a Claim shall be Staked

Sections 23 to 30 of the Regulations describe the staking rules which involve the use of identification (claim) tags and legal posts (boundary, corner and/or witness posts).

Size and Duration of a Claim

The area of a claim must not exceed 1,250 hectares. Unless a recorded claim is leased, or its recording is cancelled prior, the duration of a recorded claim is 10 years, beginning on its recording date, plus any suspensions or prolongations.

Work Requirements

The claim holder must do work that incurs a "cost of work" that is equal to or greater than:

- ♦ $10 per full or partial hectare in the claim during the two-year period following the day on which the claim was recorded.
- ♦ $5 per full or partial hectare in the claim during each subsequent one-year period.
- ♦ A report of the work that has been done in respect of a prospecting permit must be prepared and submitted in accordance with Part 1 of Schedule 2 of the Regulations unless the nature and value of the work is such that the work report may be a simplified report (discussed below). It must be prepared and signed by a professional geoscientist or a professional engineer.

A recent assessment report documenting the 2018 and 2019 exploration was filed and approved (Smith, 2020). The report documented over $218,000 of expenditures with respect to exploration at the Property not including the 2021 winter exploration program.

Environmental Liabilities, Permitting and Significant Factors

Table 4.4 lists the type of permit required to complete exploration at the Property such as drilling as well as put in a camp. StrategX does not currently have a Class A Land Use Permit.

Table 4.4 Permit Description for completing Exploration at the 939 Property, NWT.

Permits, Authorizations and Agreements	Legislation	Agency
Class A Land Use Permit (Exploration Activities)	Mackenzie Valley Resource Management Act Mackenzie Valley Land Use Regulations	Mackenzie Valley Resource Management Act Mackenzie Valley LandUse Regulations

A recent site inspection completed by the Author (Dean Besserer) on March 27, 2021, confirmed that there are no visible environmental liabilities to which the Property is subject. There are no other significant factors or risks that the author is aware of that would affect access, title or the ability to perform work on the Property.

History

Table 6.1 provides a summary of Historic work conducted at or within the 939 Property.

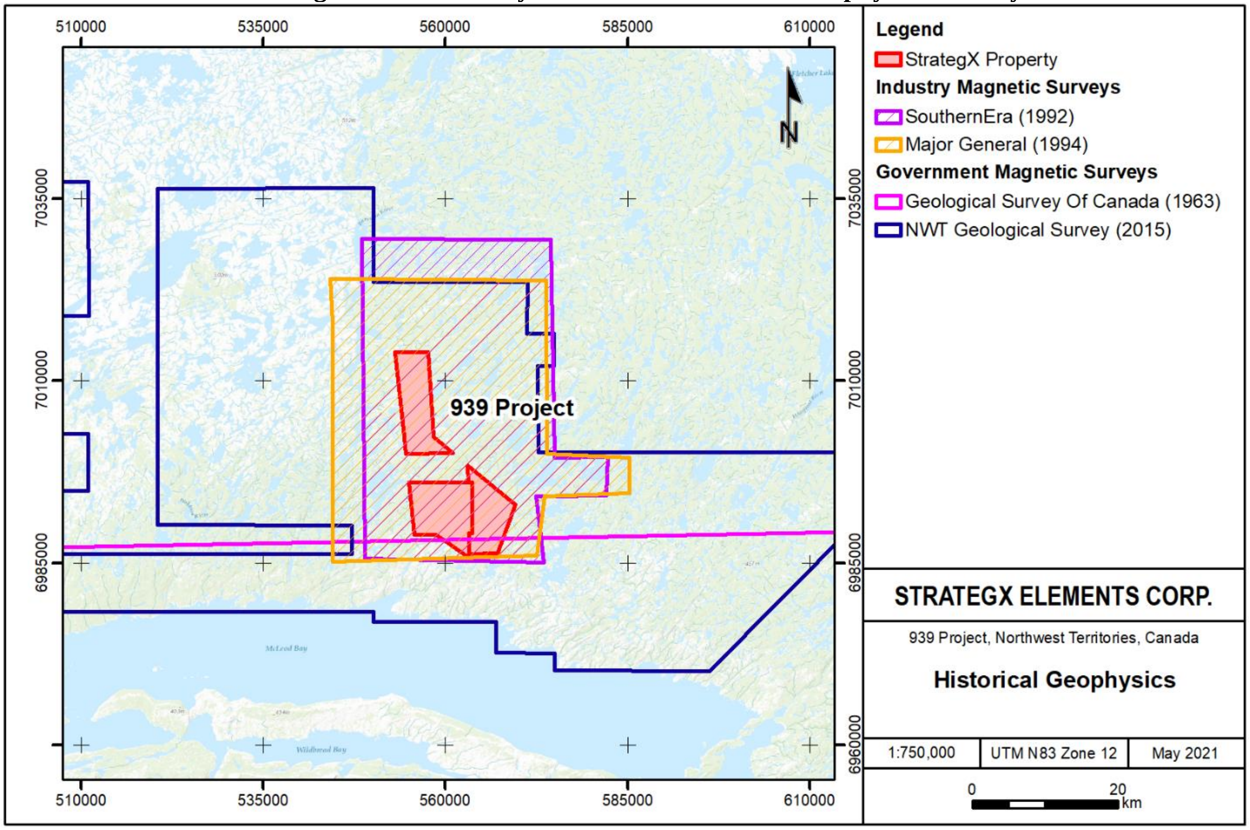
Geophysics

Historical Geophysical surveys have been compiled by the Northwest Territories Geological Survey and are available to the general public (https://webapps.nwtgeoscience.ca). Due to the close proximity of the 939 Property to existing diamond mines, the historical exploration in the area was mostly focussed on diamond exploration. The existing airborne geophysical surveys should be re-processed as part of the regional compilation of exploration data from StrategX. A summary of the historical airborne geophysical survey locations is on Figure 6.1.

Table 6.1 Summary of Historical Exploration

Year	Company	Exploration work	Comments	Reference
1975	Geological Survey of Canada ("GSC")	Regional Lake Sediment Survey	223 ppm Co in sample 075K753376 near Misty Lake	
1992	Southern Era Resources	Airborne Geophysics; Till Sampling; Claim Staking	No Kimberlite Indicator Minerals Reported near Misty Lake. Area was being explored for Diamonds.	
1993	Commander Resources	Claim Staking	NW of Misty Lake	
1994	Major General Resources	100m line spaced Airborne Magnetic Survey	Covers the current 939 Property (Figure 6.1)	AR# 83444
1995	Kennecott Exploration Inc. ("KCI")	Lake Sediment Sample Program to follow up the 1975 GSC work	KCI delineated a 6km x 3km area of highly anomalous lake sediment samples (>150ppm cobalt).	Internal Report StrategX
1996	Kennecott Exploration Inc. ("KCI")	Lake Sediment Sample Program; Claim Staking; Airborne Geophysics	KCI delineated a 10km x 5km area of highly anomalous lake sediment samples (>150ppm cobalt) up to 400 ppm Co.	Internal Report StrategX
2001 to 2003	GNWT	Geological Mapping		
2013	Geological Survey of Canada ("GSC")	Regional Till Samples	One till sample # K-T148 returned 21.3 ppm cobalt	GSC Open File 7196

Figure 6.1. Summary of Historical Airborne Geophysical Surveys



Geological Setting, Mineralization and Deposit Types

Regional Geology

The 939 Property is located in the central region of the Northwest Territories, Canada, north of the East Arm of Great Slave Lake. Geologically, the 939 Property is located in the northwest Canadian Shield in the Slave Province which extends from the Coronation Gulf in the north to the northern shore of Slave Lake in the south. The Slave Province represents the northwestern region of the ancient core of North America (Laurentia) and is bound by the Thelon magmatic zone (2020-1910 Ma) to the east, the accretionary Wopmay origin (1.88–1.74 Ga) to the west, covered by rocks from the Paleoproterozoic Coronation Supergroup (ca. 1.97-1.89 Ga) in the northwest, covered by Paleoproterozoic volcano-sedimentary rocks of the East Arm Basin to the south, and bound by the McDonald fault to the southeast (Helmstaedt and Pehrsson, 2012).

The Slave Province is a continuous exposure of an Archean (ca. 4.05 Ga to ca. 2.55 Ga) granite-greenstone type terrane bound by Proterozoic orogens to the east and west. The Slave is thought to be the remnants of an ancient supercontinent known as Kenorland or a supercraton known as Sclavia that was cratonized between 2.58-2.51 Ga. Five north-south oriented tectonic domains cover the Slave; the Snare River terrane, the Central Slave super terrane, the Contwoyto terrane, the Hackett River terrane, and the Bathurst block (Helmstaedt and Pehrsson, 2012). The 939 Property is located in the southern portion of the Contwoyto terrane which is dominantly composed of Archean granitoid rocks and Archean metavolcanic/metasedimentary rocks (turbidites, migmatized turbidites, with locally interlayered volcanics/volcaniclastics) of the Yellowknife supergroup (Bleeker *et al*., 1999, Helmstaedt and Pehrsson, 2012). The Contwoyto terrane is thought to be an accretionary prism formed between the basement Central Slave super terrane to the west and volcanic arcs to the east with the closure of westward directed subduction zones on the east and west margins. The Contwoyto was obducted onto the Mesoarchean basements rocks of the Central Slave super terrane in the Neoarchean (Helmstaedt and Pehrsson, 2012; GSC Open File 7196).

Regional deformation and syntectonic plutonism occurred after the deposition of the Yellowknife supergroup turbidite sequences. The turbidite sequences are subject to multiple deformational episodes from regional compression and pluton emplacement. Post-collisional structures are the best preserved and the most recognizable features in the Slave (Helmstaedt and Pehrsson, 2012). Studies by Cairns et al., 2005 and MacLachlan er al., 2003 have described the structure to the northeast of the 939 Property with three main structural deformations (D1-D3) and associated metamorphic events (M1-M3). These events were summarized by Cairns *et al*., 2005 as:

1) Early progressive crustal thickening (D1–M1 and D2–M2) was characterized by development of upright isoclinal folds and related peak thermal conditions followed maximum thickening.

2) Tight to isoclinal recumbent folds and associated sub horizontal fabrics (D3–M3) formed in the lower tectonothermal domain and were accompanied by extensive crustal anatexis.

3) The upper and lower tectonothermal domains were structurally decoupled during D3.

Property Geology

The 939 Property falls within a 30 km northeast-southwest trending rock package north of McLeod Bay of Great Slave Lake from the Yellowknife supergroup composed of partial melt migmatites with leucosome and restite schlieren (AYs-mig) and injection gneiss with psammitic to pelitic paleosome with granitoid neosome ranging from centimeters to meters in thickness that are dominantly foliation parallel injections of granitic melt (AYs-InGn). The Yellowknife supergroup packages are surrounded by biotite monzogranites 2.61-2.58 Ga) described as porphyritic to subporphyritic, potassium feldspar-rich, medium to coarse grained with light red to pinkish weathering, with around 10% biotite muscovite and crosscut by pegmatite dykes (AMGr-b). The migmatites are intruded by the hornblende biotite tonalite (2.63-2.61 Ga) with brown-grey weathering, equigranular, medium grained, euhedral to subhedral plagioclase with quartz, biotite, hornblende, and minor potassium feldspar (AT-hb,b) (Kjarsgaard *et al*., 2013).

The following observations of the project area geology was taken from Smith, 2021:

> *The western portion of the Project area consists of mixed sedimentary and intermediate tuffaceous rocks of the Yellowknife Supergroup Sedimentary and Volcanic Rocks (AYs-mig). Trace to minor pyrrhotite has oxidized to give a weak gossan in places, often associated with increased quartz veining. The eastern portion of the project is underlain by Archean aged granite rocks; tonalites and biotite monzogranite.*
>
> *The granitic rock is massive and resistant with widely spaced joints and shows no compositional layering or foliation. The rock comprises up to 70% potassium feldspar and plagioclase. Quartz and hornblende comprise approximately 20% and 10% respectively. The quartz is glassy and interstitial to other generally euhedral minerals. The metavolcanics is a strongly foliated (chlorite) amphibolite with irregular white quartz carbonate veins and local beds of light green sericitized tuff containing small lithic fragments. Near fault zones mineralization can show intense silicification, hematite and gossanous pods with abundant subhedral pyrite.*

Deposit Types

Due to the early stage of exploration on the 939 Property, multiple deposit types have been proposed to explain the cobalt anomalies. Deposit types include IOCG (iron oxide-copper-gold) deposits and five element (Ni-Co-As-Ag-Bi±U)) hydrothermal vein deposits. IOCGs are a loose grouping of structurally controlled magmatic-hydrothermal deposits often with initial sodic or sodic-calcic alteration phases, minor quartz veins, often occur in Precambrian inter-cratonic settings, and contain precious metals associated with iron oxide (hematite, magnetite) (Groves *et al*., 2010). Grades in most IOCG deposits are moderate to low (with some rare giant deposits like Olympic Dam in Australia), and can contain economic quantities of a variety of commodities (Fe, Cu, Pb, Zn, Co, Bi, Mo, V, U, Th and rare earth elements). Mineralization styles in IOCG deposits are diverse and can consists of strata-bound, discordant breccia zones, veins, replacements, disseminations, mantos, and skarns (Potter *et al*., 2020). The East

Arm Basin and Great Bear magmatic zone, to the south and west of 939 respectively, are known to host polymetallic veins, iron-oxide apatite (IOA) showings, and IOCG showings with both areas highlighted for further exploration potential (Potter *et al*., 2020).

Five-element veins (also called Ni-Co-native Ag veins) are hydrothermal fissure veins composed of quartz, calcite, arsenides, sulphides, uraninite and sometimes barite and fluorite. They are typically deposited in sedimentary or crystalline rocks (plutonic and metamorphic) with little to no interbedded volcanics and deposited within or beside diabase dykes. Five-element veins mostly produce economic quantities of Ag and sometimes Ba, Co, Pb, Zn, Cu, and U. Alteration on the margins of five-element veins is typically minor propylitic alteration (chlorite-epidote-calcite) only extending 10 cm or less from the vein margin. Five element veins are known throughout numerous districts dominantly in Europe and North America. The East Arm region of Slave Lake is noted to host five element vein occurrences (Kissin, 1991). The most relevant example to 939 is found at Cobalt, Ontario, where narrow silver-cobalt-calcite veins are hosted in the Cobalt series sediments. The veins at Cobalt are noted to occur within and proximal to diabase sills sometimes following similar structures to mafic dykes in some areas (Kissin, 1991; Hitzman *et al*., 2017).

The 939 Property is located approximately 50 km southwest of the Gahcho Kué diamond mine and has potential for diamondiferous kimberlites.

<u>Mineralization</u>

Cobalt lake sediment anomalies were present in Misty Lake but not identified in outcrop. Float boulder samples were found around the edges of Misty Lake with Co values from 166-360 ppm and consisted of iron carbonate altered metasedimentary rocks with fine disseminated pyrite mineralization hosted in strong silicification and quartz veins (Smith, 2021). The highest grading cobalt samples were found on the northwest and southeastern margins of Misty Lake. The western region of the project area has oxidized disseminated pyrrhotite, known to form gossanous outcrops at surface and seems to increase with an increased density of veining. These gossans have not contained any significant mineralization to date. The regional contacts of the Yellowknife Supergroup and the Post-Yellowknife granitoid rocks might provide a structural conduit for a later dyke or vein that hosts cobalt mineralization. However, because the primary target is in the lake, the geologic host rocks, controls, and extents of potential mineralization is presently unknown. A discussion of the geochemistry results and interpretations from the geophysics programs is found under "*Exploration*" below in addition to potential deposit models in this Section. Figure 8.1 shows the known mineral occurrences in the area which includes: diamonds; gold; beryllium; copper; uranium and zinc.

Cobalt mineralization at the Property is within a 2km long northeast trending structure (fault?) defined by geophysical and cobalt in lake sediment anomalies, hosted within gneissic rocks. This structurally bound anomaly is within the lake the width and depth continuity is unknown at this time. The structure continues (as defined by magnetics) for approximately 7 km. The cobalt mineralization within the lake is up to 200m wide has good continuity coincidental with the NE trending structure. Often the cobalt is associated with high manganese, possibly suggesting the structure is a fault. The mineralization described is from exploration conducted by StrategX. Mineral occurrences shown on Figure 8.1 are from others.

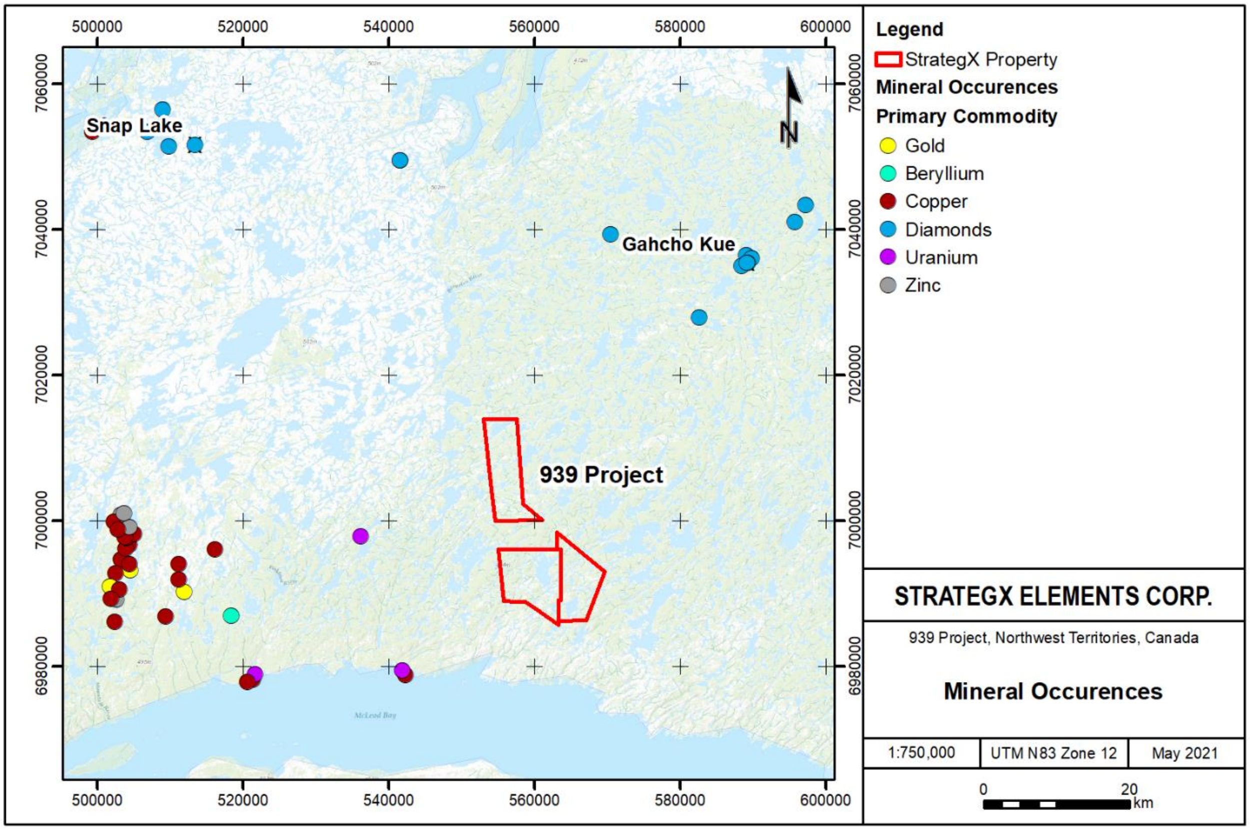
Exploration

StrategX has conducted reconnaissance geological mapping, prospecting, rock sampling, till sampling and geophysical surveys at the 939 Property mainly focused in and around Misty Lake, between spring of 2018 to April 2021 (no sampling occurred during 2020 due to the Covid-19 pandemic).

During 2018, 50 till samples were collected by StrategX. Till samples were approximately 1 to 5 kilograms ("**kg**"), however, often material was insufficient and/or too sandy for processing to recover heavy minerals. Also, during 2018, StrategX collected 43 rock grab samples and 6 lake sediment samples while prospecting.

Lake sediment sampling was used as the primary exploration tool in 2019. Between April 1 and May 1, 2019, 121 samples were collected. As well, during 2019, 25 rock grab samples were collected. In general, sampling was focused within a recessed valley trending northeast that corresponds to a 30-50m wide, 7000 m long linear magnetic high.

Figure 8.1 939 Mineral Occurrences

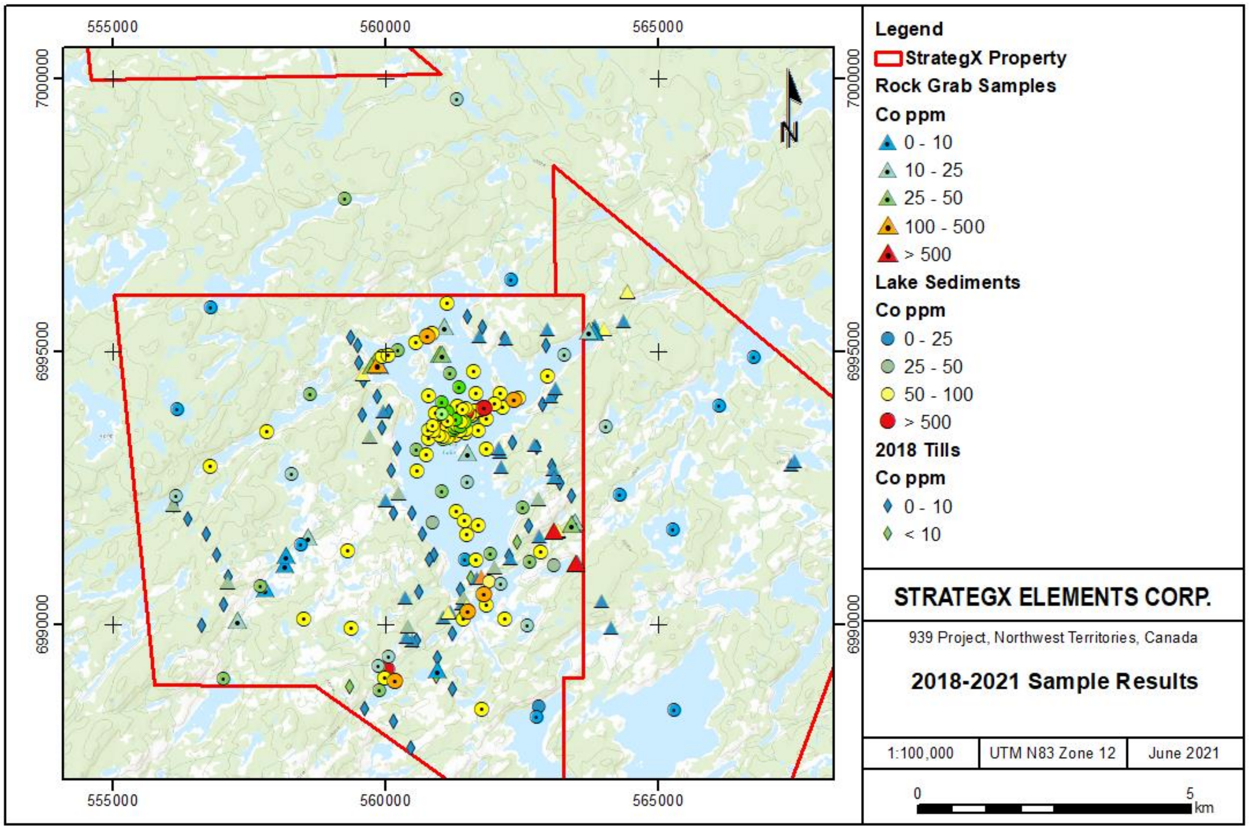


Exploration carried out by StrategX in 2021 consisted of: (1) ground Magnetics; (2) Moving Loop Electromagnetics; (3) experimental, Aurora Rapid Reactance Tomography ("ARRT") which is a snowmobile-towed IP system; and (4) lake sediment sampling survey (24 samples attempted). The program was conducted by Aurora Geosciences, Yellowknife, NWT.

Figure 9.1 summarizes the cobalt results to date within the 939 Property. A number highly anomalous rock grab samples exist throughout the Property (up to 1885 ppm Co) and StrategX has delineated a high priority northeast trending cobalt lake sediment anomaly with 8 samples greater than 1095 ppm Co (Up to 4900 ppm Co; Figure 9.1). This northeast trending target is referred to as The Trench Target by StrategX (Smith, 2020, 2021).

The Author visited the Property on March 27th, 2021, on behalf of StrategX and reviewed the winter geophysical program and data thereon.

Figure 9.1 939 Property Sample Result Summary



Geophysical Program Parameters and Procedures

A total field magnetic survey was completed by a snowmobile towing a magnetometer. The base stations were installed in a magnetically quiet area and cycled every second during the survey. Base station and field magnetometers were synchronized daily to GPS time prior to surveying. Diurnal geomagnetic variation was removed by linear interpolation and subtraction of the base station drift. The survey was paused, and data omitted and remeasured if geomagnetic variation exceeded 50 nT over 10 seconds on a sustained basis (Jelenic and Dziuba, 2021).

A moving loop electromagnetic ("**MLEM**") survey was completed. The survey was carried out using a moving loop configuration with center loop sounding over a grid. Time Domain Electromagnetic center loop soundings are acquired from a single coil position located in the centre of a 100 x 100 square transmit loop. Geonics Protem systems are used for the Time Domain Electromagnetic soundings and is comprised of a Digital Protem 57 Receiver and a TEM57-MK2A Transmitter. Each instrument is portable and is operated by a single person. Snowmobiles are equipped with sleighs and surveying is accomplished by establishing 100 m x 100 m square loops using 10 AWG copper wire, and injecting current with the transmitter. A team of 5 people carried out the above procedure. Typically, during this survey 5 readings with 30 second duration are measured and stacked. The loop is then moved 100 m, and the process repeats itself (Jelenic and Dziuba, 2021).

An experimental Aurora Rapid Reactance Tomography ("**ARRT**") technique survey was completed by towing a capacitively coupled resistivity and chargeability system behind a snowmobile over a survey grid. Misty Lake was deemed an acceptable test target for the ARRT device due to the large, easily accessible lake surface. Each line on the survey grid was read once, using the dipole-dipole system configuration with one transmitter and four receivers with 20 m dipole lengths. Data was recorded continuously (Jelenic and Dziuba, 2021).

Geophysical Survey Details

During the period of March 14 to March 27, 2021, 76.7 line-km of MAG survey was completed (Figure 9.1). The geophysics survey area is approximately 2 km by 2 km. The grid was laid out in WGS84 UTM zone 12N and supplied as a series of GPS waypoints spaced 20 m apart. Line azimuth is 151.55°, spaced 50 m apart with lines starting and ending according to rectangular boundary and or water bodies. Lengths ranged from 1 km to about 2.2 km. Baselines and ties lines were oriented SW-NE at 61.55° (Jelenic and Dziuba, 2021).

During the period of March 14 to March 27, 2021, 180 MLEM soundings were completed. The geophysics survey area is approximately 2 km by 2 km. The grid was laid out in WGS84 UTM zone 12N and supplied as a series of GPS waypoints spaced 100 m apart. Line azimuth is 151.55°, spaced 100 m apart with lines starting and ending according to rectangular boundary and or water bodies. Lengths ranged from 800 m to about 1.6 km. Stations spacing is 100 meters (Jelenic and Dziuba, 2021).

During the period of March 14 to March 27, 2021, 20 line-km of ARRT survey was completed. The geophysics survey area is approximately 2 km by 2 km. The grid was laid out in WGS84 UTM zone 12N and supplied as a series of GPS waypoints spaced 100 m apart. The Misty Lake survey grid consists of 12 parallel lines averaging 1.7 km each, spaced 100 m apart and oriented at 151.55° (Jelenic and Dziuba, 2021).

Geophysics – Interpretation

Magnetics

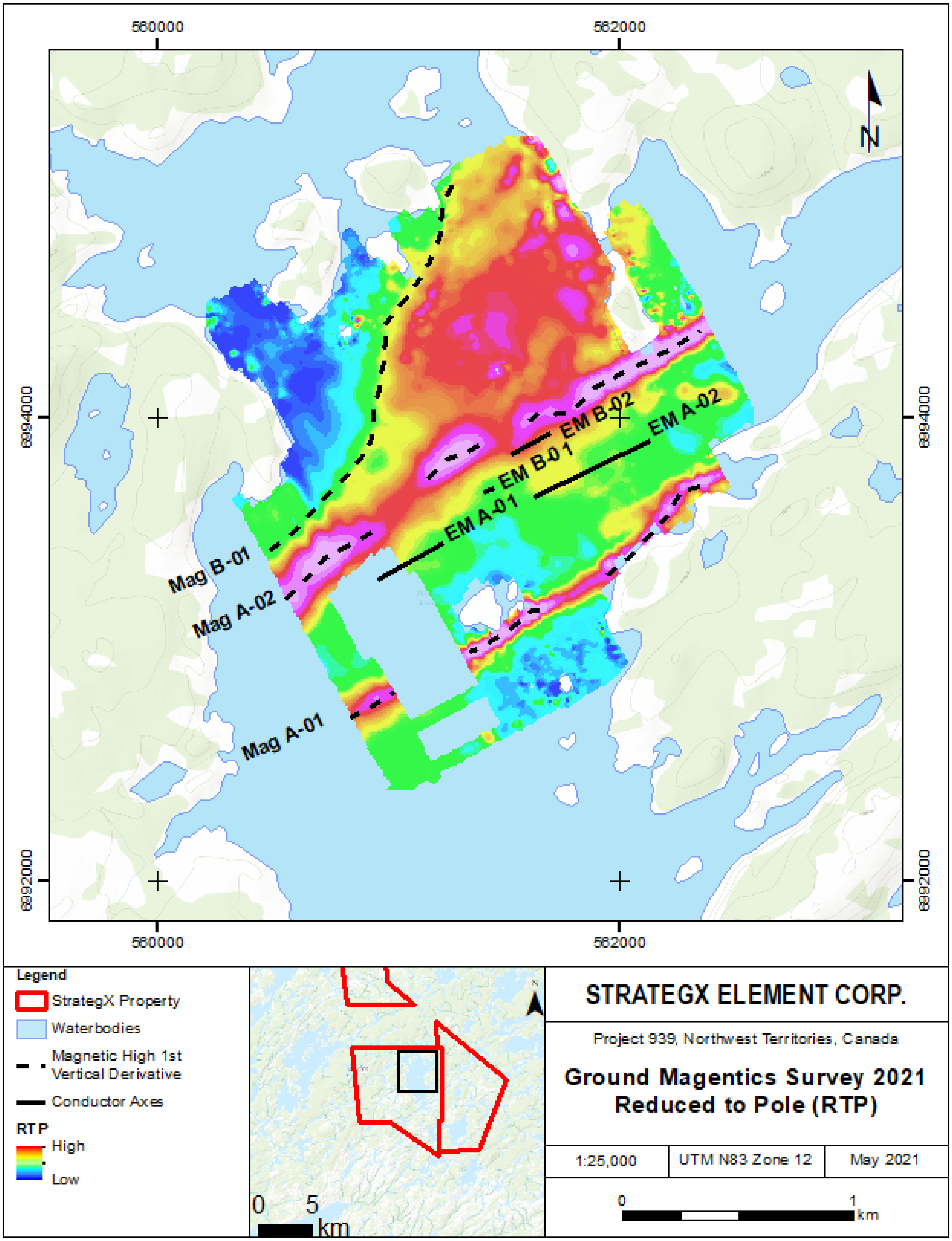
Diurnally corrected magnetic field data are gridded to produce an image of the total magnetic field across the survey area. The gridded data are further processed by applying a reduction to magnetic pole ("**RTP**") filter using Geosoft's 2D filtering extension MAGMAP. RTP filtering is used to better locate magnetic responses which are offset from the location of their source by the inclination and declination of the Earths inducing field. The RTP magnetic field grid is then upward continued to 20 m above the surface to reduce the effects of any small near surface magnetic sources and shaded to enhance subtle linear features that may be striking NE and parallel to the Trench Zone. The resulting image of the magnetic field is shown on Figure 9.2. The gap in data occurring in the SW quadrant is due to a base magnetometer malfunction during data acquisition. Attempts to revisit that area failed due to the accumulation of slush on the lake. The pole-reduced magnetic field of the survey area ranges approximately 180 nT from 57999 nT to 58170 nT.

Two linear NE striking positive anomalies, labelled as MAG A-01 and A-02, strike across the central and southern edge of the area and are interpreted to be mapping the location of magnetic dikes. Breaks and the deformation of anomaly MAG A-02 seen between EM survey lines 3850 and 4150, and between lines 4450 and 4550, suggest the location of a possible intersecting NS structure. Anomalous lake sediment samples for cobalt are located proximal to this portion of the anomaly. A curvilinear feature labelled MAG-B-01 separates lower and higher magnetic domains across the northern limits of the EM grid and may represent a geological contact (Figure 9.2; Jelenic and Dziuba, 2021).

Moving Loop Electromagnetics

The MLEM sounding profiles are inversion modelled in 1D. The results of the models are resistivity values with depths to 300 m below surface for each station. These models are merged, kriged and presented as depth slices with this report. The modelled resistivity values range approximately from 1000 ohm-m to 30,000 ohm-m. There does not seem to be a correlation between of the resistivity values from the MLEM survey with high magnetic responses from the magnetometer data set.

Figure 9.2 2021 Geophysical survey for StrategX's *939 Trench Target* Property.



No strongly conductive sources are modelled to occur on the survey area. The MLEM early time channel data are examined for responses that may be caused by weaker conductors. Time channels 1 and 2 are plotted as profiles on Figure 9.2, overlying the magnetic field image. Positive bumps in the early time channels would be the expected response for poorly conductive sources. The locations of the early time responses are used to sketch the interpreted 'weak' conductor axes seen on Figure 9.2. The axes are labelled EM A and EM B. Conductor axes EM A-01 and 02 strike at approximately 60º and are parallel to and range 200- 250 m south of the magnetic anomaly MAG A-02. Conductor axes EM B-01 and 02 are considerably shorter and are located within 200 m of MAG A-02 (Jelenic and Dziuba, 2021).

AART Survey

The ARRT data are continuing to be processed and products and results are pending. Raw data is presented as pseudo-sections to the field operators to determine data quality. This preliminary view allows for initial inspection of the data and can be used to correlate responses to known geology, topography, bathymetry, or other geophysical data (Jelenic and Dziuba, 2021).

2021 Lake Sediment Samples

An experimental lake sediment survey was attempted on the ice. First attempts were with the Idaho Claw a sampling device that was used on the lake during the summer months with success. Pulling the claw up through 3 feet of ice was unsuccessful and instead samples were collected with the smaller 1976 model Geological Survey of Canada, Lake Sampling Torpedo. Samples were ideally taken from the centre most area of each lake and were taken by cutting a hole through the ice in the winter and or from the Husky Aircraft with floats, dropping the torpedo attached to a rope to the bottom of the lake and collecting a 200 g sediment sample and bagging the entire sample. If organic matter was encountered, it was removed (Plate 1).

The sample quality was poor based on winter conditions and having to use the Torpedo. The results are on Figure 9.1.

Drilling

StrategX has yet to conduct drilling at the 939 Property. A summary of the historical drilling completed by companies other than StrategX is summarized above under “History”. None of this work was conducted by or on behalf of StrategX.

Sampling, Analysis and Data Verification

Till and Lake Sediment Sampling 2018

Sampling Procedures and Handling

Till sampling carried out along fences perpendicular to the regional glacial ice direction. Samples taken were collected from areas of possible frost boil (very few apparent frost boils were identified). The most common samples taken are described as thin till veneer found on terraces of outcrops and appeared to be very sandy. Sampling was quite difficult, and samples taken were generally quite small weighing between 1.00 to 2.10 kg and overall, the quality of the till samples was quite poor.

Lake sediment sampling was carried out using a 1976’ model Geological Survey of Canada, Lake Sampling Torpedo. Samples were collected from a Husky Fixed Wing Aircraft with floats by dropping the torpedo attached to a rope to the bottom of the lake and collecting a 200g sediment sample and bagging the entire sample. If organic matter was encountered, it was removed (Smith, 2020).

Till and Lake Sediment Sample Analytical Procedure

Till samples were prepared and analyzed as follows in 2018. Samples were weighted and logged in using barcode system and then screened SCR-41 to -180um and both fractions saved. The samples were then analyzed using ALS's ME-MS41 Ultra Trace Aqua Regia ICP-MS for 71 elements. Select till samples (12259, 12266, 12307, 12309, 12508, 12528, 12535, 12754) were re-analysed November, 2018 using a different screening size SCR-51 (-/+75um) Sample preparation, and ME-MS41 Aqua Regia ICP-MS Analytical procedures.

The samples were hand delivered to ALS's preparatory lab in Yellowknife, NWT and subsequently shipped to ALS Laboratories in Vancouver or Kamloops, BC for geochemical analysis.

2018 Lake sediment sampling methodology: Lake sediment samples were prepared and analyzed as follows. From April to August 2018 samples were weighted and logged in using barcode system and then screened to -180um and both fractions saved. The samples were then analyzed using ALS's ME-MS41 Ultra Trace Aqua Regia ICP-MS for 71 elements.

2019 Lake sediment sampling methodology: Lake sediment samples were prepared and analyzed as follows. From April to August 2019 samples were weighted and logged in using barcode system and then screened to -180um and both fractions saved. The samples were then analyzed using ALS's ME-MS41 Ultra Trace Aqua Regia ICP-MS for 71 elements.

The sample preparation procedure used in October 2019 was weighted and login in using a barcode. The samples were dried (max. temp 60C). These sample were then pulverized to 90% < 75um and analyzed using ALS's ME-MS61 48 Element four acid ICP-MS.

The sample preparation procedure used in November 2019 was weighted and logged in in using a barcode system. These sample were then pulverized up to 250g 85% < 75um and then split using a riffle splitter. Pulverizing QC Test were preformed every 20 samples. The pulverized material was then analyzed using ALS's ME-MS61 48 Element four acid ICP-MS (Smith, 2020).

Rock Sampling

Sampling Procedures and Handling

StrategX collected rock grab in 2018 and 2019. Rock samples were obtained prospecting from the Property. Sample locations were selected to investigate anomalous areas identified by historical data. Individual rock grab samples were selected based on the presence of alteration and/or mineralization. Rock grab samples were approximately 1-2 kg in size and collected using a geological hammer. The location, material type and a brief geological description were recorded.

All rock samples were placed in a poly bag with a unique sample number and zip tied closed. The outside of the bag was labeled with the same unique sample number and the location of the sample was flagged with the unique number on flagging tape and an aluminum tag. The sample site was photographed with the poly bag in view. Individual rock grab samples were placed into large rice bags weighing approximately 15 kg. The larger rice bags were secured with zip ties and a security tag. The samples were hand delivered to ALS's preparatory lab in Yellowknife, NWT and subsequently shipped to ALS Laboratories in Vancouver or Kamloops, BC for geochemical analysis.

Rock Sample Analytical Procedure

Each rock sample was dried and individually crushed and pulverized following preparation code "PREP-31A" whereby samples were crushed until 70% of the sample material passed through a less than 2 mm screen. From this material a 250 g riffle split sample is collected and then pulverized until 85% passes through a 75-micron screen. A 0.5 g split of each sample was collected for multi-element analysis and a 50 g split of each sample was collected for gold assay.

A 0.5 g split of each rock sample was evaluated for 51 elements by aqua regia digestion and analyzed using inductively coupled plasma mass spectrometry (ICP-MS) (method ME-MS41).

StrategX Till, Lake Sediment and Rock Sampling Analytical QA/QC Program

StrategX did not insert their own blanks, duplicates, or standards. All standards and blanks were inserted by ALS and fell within their respective two standard threshold.

The Author has reviewed the adequacy of the historical exploration information as conducted by StrategX and/or various contractors and the visual, physical, and geological characteristics of the Property.

The Qualified Person has found no significant issues or inconsistencies that would cause one to question the validity of the data for its specific use as 'background information' during the preparation of the Technical Report.

In the future, however, the Author recommends that the sample collection, preparation, security, analytical procedures, and QA/QC procedures of any exploration program completed by the Company is current with CIM standards and guidelines and robust enough to develop confidence for any future mineral resource/reserve modelling and estimations.

ALS Global is accredited in accordance with the recognized International Standard ISO/IEC 17025:2005 and is independent of the Company, and the Author of the Technical Report.

Data Verification

The Qualified Professional site inspection, which was conducted by the Author on March 27, 2021, satisfies the National Instrument 43-101 criteria. Furthermore, data verification procedures include:

1. The Author physically stood on the Property; and

2. The Author observed some of the initial findings on the Property including;
   (a) By reviewing all existing sample results and geophysical survey data;
   (b) The Author conducted aerial and foot traverses within the Property and witnessed the geophysical surveys being conducted; and,
   (c) The Author witnessed lake sediment samples being prepared for shipping
   (d) The Author spot checked the database for inconsistencies and field checked locations.

The Author used the various assessment and internal reports (Smith, 2020) as review of the historical data as well as field observations. The data discussed in the Technical Report was provided by StrategX in digital and paper format and was compiled and examined by the Author who both summarized and conducted data verification thereon and takes responsibility that the data is complete and accurate.

During the visit, the Author witnessed the collection of the 2021 geophysical surveys and reviewed the data with the onsite geophysicist. Because of snow cover, historical rock grab sample sites were not able to be visited. However, ice based geophysical grids were located in the field at coordinates which matched the data provided in the report from Aurora Geosciences (Jelenic and Dziuba, 2021).

Based on a review of: geophysical surveys; and extensive structures noted from previous exploration; the Author has no reason to question the validity of the exploration conducted and/or the results thereon. That is, the adequacy of the data used in the Technical Report is considered reliable in the Author's opinion.

Although the lack of: 1. A well-developed till blanket exists in the area (thus leading to poor quality till samples), and; 2. some poor quality lake sediment samples (only those collected during winter through the ice), the cobalt target or anomalous area is well defined by the presence of: a geophysical anomaly; lake sediment anomalies and highly anomalous rock grabs (with respect to cobalt) within the Property and therefore remains valid.

Site Visit

The Author visited the Property March 27, 2021. During the visit, the Author conducted aerial and foot traverses throughout the Property. At the time of the visit Aurora Geosciences was conducting geophysical surveys on the ice. The Author reviewed the preliminary survey data with the onsite geophysicist and witnessed crews collecting data.

Data Verificaton Procedures

The sample locations and results from StrategX exploration programs conducted at the Property between 2018 - 2021 were provided to the Author as digital files. The Author reviewed the digital data provided by StrategX and compared it against original assay certificates. No errors or issues were identified in the historical exploration data. All other information regarding historical exploration on the Property was obtained from mineral assessment reports. No other issues were noted.

Adequacy of Data

The QP has reviewed the adequacy of the exploration information and the visual, physical, and geological characteristics of the Property and has found no significant issues or inconsistencies that would cause one to question the validity of the data.

The Author is satisfied, and takes responsibility, to include the historical exploration data as background information for this geological introduction and qualifying Technical Report. In the future, however, the Author recommends that the sample collection, preparation, security, analytical procedures, and QA-QC procedures for any exploration program completed on the 939 Property is current with CIM definition standards and guidelines.

Mineral Processing and Metallurgical Testing

StrategX has yet to conduct mineral processing and/or metallurgical testing at the Property.

Mineral Resources and Mineral Reserve Estimates

StrategX has yet to conduct mineral resource/reserve modelling or estimations. There are no known mineral resources or reserves outlined at the 939 Property.

Interpretation and Conclusions

Results and Interpretations

Work carried out on 939 Trench Target by StrategX in 2021 consisted of: (1) ground Magnetics; (2) Moving Loop EM; (3) experimental, Aurora Rapid Reactance Tomography (ARRT) a snowmobile-towed IP system; and (4) lake sediment sampling survey (24 samples). All these surveys were completed through the ice and focused on an area where 2019 lake sediment sampling returned up to 4,900 ppm Cobalt. Unfortunately, the samples contained insufficient material to be analyzed.

The 2021 magnetic survey shows two NE/SW trending mafic dykes. The dyke identified in the trench zone can be traced to the SW on land for more than 7km and aligns with a 600 ppm Co sediment sample (2018). Aurora Geoscience is currently reprocessing the original magnetic data collected by Major General (1994) with the intent of incorporating it with the 2021 ground survey to better delineate regional structures that extend through the Property.

The EM survey has identified several weak conductors occurring as discontinuous (up to 700 m in length), linear anomalies from up to 200 m south of and parallel to the mafic dyke described above. The EM conductor is "broken" (discontinuous) at several points and shows a similar signature to the magnetics which also is broken.

This dyke highlighted by the ground magnetics survey was possibly identified on shore to the northeast of Misty Lake by StrategX geologists in 2018. These boulders were at that time identified as possible mafic diatreme. The "diatreme" looking rocks follow the general trend of the recessed valley (similar to the trace of the dyke to the southwest) and appear to occur within breaks in the 1994 magnetics. Very little sulphide mineralization and no anomalous cobalt values were noted in the "diatreme" rock samples to date. Two small diatreme lenses were also observed up to 10 metres in length and up to 2 metres wide were observed along the north side of the valley. The "diatreme" rocks show fine-grained mafic ground mass with up to 60% metasediments and lesser amounts of granitic clasts.

The diatreme phase of the mafic dyke(s) may explain why there are breaks in the magnetic trend at several locations in the trench target area, (discussions with Franz Dziuba, Aurora Geophysicist). The 1994 airborne magnetic survey also appears to show NE/SW trending dykes with similar breaks in the magnetic signature located: immediately north of Misty Lake where cobalt in lake sediments and cobalt in boulders (up to 367 ppm Co, 2019) were found; and at Marlowe Lake (1km south of Misty Lake) where lake sediments returned up to 983 ppm Cobalt (2019 sampling).

Cobalt, up to 367 ppm (2019) has been found in iron carbonate altered, metasedimentary boulders along the perimeter of Misty Lake. Mineralization in these boulders consists of weakly-disseminated, fine-grained pyrite associated with quartz flooding +/- quartz veins. Elsewhere, 177 ppm Cobalt (2018) was found in fine-grained granitic rock. Mineralization at this location includes quartz veins as stock-working and 0.5% fine-grained pyrite.

The exploration work to date has identified a significant area of anomalous cobalt in lake sediments covering an area known as the Trench Zone. This large zone is associated with a northeast trending mafic dike. The area to the north of the dike appears to be a different bedrock type based on the magnetic response which is quite higher than the rocks to the south of the dike. The bedrock type to the north is unknown as it is covered by water but is postulated that it could be a sill, a laccolith or a similar flat lying body; it does but appear to be solely intrusive. The cobalt in sediments north of the dike are anomalous when compared to other studies but the highest numbers are located south of the dike and associated with breaks in the magnetic signature of the dike (diatremes?). The bedrock to the south of the dike is mapped as metasedimentary rocks. South of the dike several weak northeast trending EM anomalies were mapped by Aurora paralleling the dyke. As the target is expected to comprise disseminated sulphides and not massive sulphides this type of response from the EM survey is considered encouraging. More refined geophysics is required to determine if the mineralization is associated with the dykes or if the dykes are late, unmineralized and have used the same structural corridors to reach the surface.

Preliminary raw ARRT apparent resistivity images show the highest conductivity being located between two dikes (see figure 9.1) and parallel to the trend of the EM and magnetic signatures. The EM anomalies appear to mark the southern and northern extent of the resistivity anomaly. This resistive area is about 200 m wide, 1.3 km in length and open in either direction. All indications suggest a northeast trending mineralized body extending across Misty Lake.

Mafic dykes have been associated with cobalt and silver mineralization elsewhere (Cobalt, Ontario) and may be important at the 939 Property, however, it is too early to make any conclusions in this regard.

Risks and Uncertainties

The Author is unaware of any unusual risk factors, other than those normally associated with early stage/grassroots mineral exploration, that might affect future exploration work and potential development of the Property.

Recommendations

The focus of the Company's exploration work to date was to discover the source of the anomalous cobalt in lake sediment samples taken by the GSC (Open File 326), 1971 and KCI in 1996. Follow-up sampling and prospecting originally focused southwest of Misty Lake and progressed northeast up ice in an attempt to find the source of the cobalt anomaly. The highest lake sediment samples for cobalt to date that could be related to the source and correlate well up ice glacially is tied to the steepest areas of the north side of the Trench Zone (See Figure 9.1) within Misty Lake. To the southwest down-ice of Misty Lake, very little correlation exists in the lake sediment samples between Cobalt and any other metals, other than weak to moderately anomalous values of Copper, Nickel and Arsenic. Cobalt values in lake sediment samples up-ice to the northeast of Misty Lake are very low and similar to background values for cobalt on regional RGS surveys (Ref. OF 326), and thus suggest that targeted source(s) could occur in Misty Lake and/or immediately south of Misty Lake (Davenport et al., 2019).

The presence of: anomalous cobalt in both rock and lake sediment samples; favorable geology to host an important deposit; and, the presence of untested geophysical anomalies at multiple locales within the Property are encouraging and therefore follow-up exploration is warranted.

Additional exploration is warranted to determine the consistency and continuity of mineralization as well as develop prioritized targets for follow-up exploration. **Phase 1** follow-up exploration should include but not be limited to: 1. Reprocess and re-interpret the regional 1994 airborne magnetics to better incorporate the 2021 ground geophysics ($40,000); 2. Detailed mapping and sampling utilizing the compiled ground and airborne geophysical data ($270,000); 3. Petrography on dykes and diatremes located during the field work as well as chips from lake sediment samples ($10,000). The recommended budget $320,000 should include a $30,000 contingency. The total recommended budget is $350,000Cnd (Table 18.1) and the program should be designed to delineate specific drill collars. **Phase 2**, which is contingent on positive results from Phase 1, should include winter drilling to test: Coincidental Geophysical and lake sediment anomalies and/or important structures with coincidental rock grab anomalies (2000m @ $600/meter = $1,500,000; Table 18.1).

Table 18.1 Recommended Budget

Phase 1	
Activity Type	**Cost**
Re-process and re-interpret historical geophysics Geophysicist for 20 days ($1000/day = $20,000) Incorporate with the existing StrategX dataset for 10 days ($1000/day = $10,000) Use of specialized software ($10,000)	$40,000
Field Program Detailed mapping and sampling utilizing existing geophysical compilation 4 Geologists for 30 days ($500 each = $60,000) Expediting ($5,000) Meals and camp for 1 month including mob/demob ($100,000) Rock Samples (300 @$50/sample = $15,000) Helicopter and fuel and daily minimums ($70,000) Fixed wing support ($20,000)	$270,000
Petrography	$10,000
Contingency	$30,000
Phase 1 Subtotal Cnd$	**$350,000**

Phase 2 (Contingent on the results from Phase 1)	
Activity Type	**Cost**
Drilling – 2000m @ $600/meter including analytical	$1,200,000
Helicopter and fixed wing support	$140,000
Updated 43-101 Report	$40,000
Permitting	$20,000
Contingency	$100,000
Phase 2 Activities Subtotal	**$1,500,000**

USE OF AVAILABLE FUNDS

Proceeds

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

The Company has historically generated negative cash flows and there is no assurance that the Company will not experience negative cash flow from operations in the future. For the year ended December 31, 2020, and the nine month period ended September 30, 2021, the Company sustained net losses from operations and had negative cash flow from operating activities of $17,205 and $153,146, respectively. All funds available to the Company will be used to fund future and anticipated negative cash flow from its operating activities.

Funds Available

As at September 30, 2021, the Company had estimated working capital of $794,925, representing the remaining funds from its Seed Private Placements, including the Special Warrant Private Placement, less current liabilities of $163,224.

The approximate working capital of the Company as of November 30, 2021, the most recent month end, was $794,085, being the estimated remaining proceeds of the Company's Seed Private Placements less estimated current liabilities.

Principal Purposes

The Company intends to use funds available for the principal purposes described below:

Principal Purposes	$
To pay the estimated remaining costs of the Prospectus filing and CSE listing fees(1)	10,000
To pay for the recommended Phase 1 work program expenditures on the 939 Property(2)	350,000
To pay the outstanding purchase price payment owing under the 939 Property Purchase Agreement(3)	50,000
Estimated related party consulting fees payable for management services for 12 months(4)	192,000
Estimated general and administrative expenses for 12 months(5)	191,700
Unallocated working capital	385
Total	794,085

Notes:

(1) Includes balance of CSE listing fee, legal and auditing fees.

(2) See "*Narrative Description of the Business - Technical Summary of the 939 Property*".

(3) See "*Description of the Business - Property Acquisitions - 939 Property*".

(4) The following payments are expected to be made to related parties for management services (see "*Executive Compensation – Employment, Consulting and Management Agreements*"):

Category	Amount	Related Party
Consulting Fees	$102,000 + GST (annually)	Global X Investment Group (2020) Ltd. (a company controlled by Darren Bahrey, President & CEO of the Company)
Consulting Fees	$90,000 + GST (annually)	Black Dragon Financial Consulting Services Inc. (a company controlled by Andrea Yuan, CFO of the Company)

(5) See table below for a description of the estimated administrative costs of the Company for the next 12-month period.

Estimated general and administrative expenses for the next 12 months are comprised of the following:

Description	**$**
Non-management consulting/administrative fees(1)	76,000
Legal fees, corporate secretary and other professional fees	10,000
Accounting and audit fees	15,000
CSE fees	12,000
Transfer agent and regulatory fees	3,500
Rent	37,200
AGM and shareholder information	16,500
Insurance	15,500
Other office & miscellaneous costs	6,000
Total	**191,700**

Notes:

(1) Includes $40,000 expected to be paid to Omni Resource Consulting Ltd., a private company owned by Freeman Smith, for services to be provided in relation to his position as Vice-President of Exploration of the Company (see "*Executive Compensation – Employment, Consulting and Management Agreements*").

The Company estimates that its working capital will be sufficient to fund operations for 12 months after the date hereof.

The proceeds received from the exercise of any outstanding Warrants will be applied to unallocated working capital. The use to which the unallocated working capital will be put has not yet been determined by the Company, as the nature of the Company's future expenditures is contingent on the results of the Phase 1 exploration program. The Company's unallocated working capital will account for future contingencies, including the possibility of commencing work on the Phase 2 exploration program if warranted, or failing positive results of Phase 1, exploration work on its other properties or the possibility of pursuing opportunities to acquire interests in other properties.

Pending their use, the net funds available to the Company will be maintained in bank accounts or invested in short-term, interest-bearing, investment-grade securities.

Business Objectives and Milestones

The Company's business objectives for the next 12 months are:

1. to list the Company's Shares on the CSE, which is estimated to cost $10,000 (including the balance of costs outstanding related to this Prospectus filing and monthly fees post-listing), and which is expected to be completed in the next two months; and

2. to complete the Phase 1 work program recommended in the Technical Report at an estimated cost of $350,000 (see "*Narrative Description of the Business – Technical Summary of the 939 Property*"). The Phase 1 work program is estimated to commence in January 2022 and be completed in three (3) months, but the exact timeline is subject to change. Milestones that must

occur to complete the Phase I work program are the availability of contractors and satisfactory weather conditions.

If the results of the Phase 1 exploration program are positive, the Company will look towards carrying out the recommended Phase 2 exploration program. The Company's unallocated working capital will not be sufficient to fund the recommended Phase 2 exploration program on the 939 Property. Therefore, in the event the results of the Phase 1 exploration program warrant conducting further exploration on the 939 Property, the Company will require additional financing to complete the Phase 2 exploration program. The availability of such financing cannot be guaranteed.

Although the Company 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, mineral prices, unforeseen events, and the Company'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, management of the Company will regularly review its budget with respect to both the success of its exploration programs and other opportunities which may become available to the Company. Accordingly, if the results of the Phase 1 exploration program on the 939 Property are not supportive of proceeding with Phase 2, or if continuing with the Phase 1 exploration program becomes inadvisable for any reason, the Company may abandon in whole or in part its interest in the 939 Property or may, as work progresses, alter the recommended work program, and may use any funds so diverted for the purpose of conducting work on its other properties, although the Company has no present plans in this respect. Subscribers to the Special Warrant Private Placement must rely on the experience, good faith, and expertise of management of the Company with respect to future acquisitions and activities.

COVID-19 Pandemic

The Company expects the coronavirus (COVID-19) pandemic will render corporate and exploration activities less efficient than if such activities were carried out under normal circumstances. Notwithstanding, the Company expects to be able to commence the Phase 1 exploration program on its 939 Property in the fourth calendar quarter of 2021 and complete it within three (3) months. This timeline reflects the facts that (i) materials, personnel and machinery may be more difficult to source than under normal circumstances, and (ii) certain personnel may be required to self isolate on their arrival in the Northwest Territories. If any employees, contractors or suppliers, or persons they come in contact with, contract COVID-19, the Company's operations may be further affected due to illness or quarantine. See "*Risk Factors - COVID-19 Pandemic*" for further details.

Other Sources of Funding

Any funds raised from the exercise of outstanding Warrants will be used for general working capital.

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared nor paid any dividends on its Shares since its incorporation. Subject to restrictions in the BCBCA relating to solvency, there are no restrictions in the Company's articles or elsewhere which would prevent StrategX from paying dividends. However, there are no plans to pay any dividends in the foreseeable future as the Company intends to retain its cash to finance its exploration activities, finance growth and otherwise expand its operations. Any decisions to pay dividends in cash or otherwise in the future will be made at the discretion of the Board and will depend on the availability of distributable earnings and the operating results and the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends can be given by the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial Statements and MD&A

The following Financial Statements and MD&A are included as appendices to this Prospectus as follows:

- Appendix "A" – Financial Statements:

  (i) Audited consolidated annual financial statements of the Company for the financial years ended December 31, 2020 and 2019; and

  (ii) Unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2021 and 2020.

- Appendix "B" – Management Discussion and Analysis ("**MD&A**"):

  (i) MD&A for the financial year ended December 31, 2020; and

  (ii) MD&A for the nine months ended September 30, 2021.

The Financial Statements and the financial data derived therefrom and included in this Prospectus have been prepared in accordance with IFRS.

The Company's MD&A included herein should be read in conjunction with the Financial Statements and the disclosure contained in this Prospectus. The discussions of results are as of the dates stated in the MD&A.

Additional Disclosure for Venture Issuers

The table below summarizes selected financial data for the periods indicated and is qualified in its entirety by, and should be read in conjunction with, the Financial Statements and MD&A set out in Appendices "A" and "B" below, respectively:

	9 months ended Sep 30, 2021 (unaudited)	**Year ended Dec 31, 2020 (audited)**	**Year ended Dec 31, 2019 (audited)**
Operations Data			
Total revenue	--	--	--
Total expenses			
Accretion and interest	4,621	6,536	8,890
Accounting and auditing	27,000	--	--
Foreign exchange loss	--	3,472	5,222
Legal	62,229	3,858	11,494
Management fees	98,250	--	--
Office and miscellaneous	24,287	40,400	26,034
Project investigation	--	5,236	--
Rent	17,147	27,195	18,284
Registration and filing fees	21,914	--	--
Salary and benefit	23,138	--	--
Share-based compensation	120,519	--	--
Total G&A expenses	(399,105)	(86,697)	(69,924)
Government grant – CEBA loan	--	16,743	--
Net Loss and comprehensive loss for the period	(399,105)	(69,954)	(69,924)
Cash dividends for shares	--	--	--
Loss per share (basic and diluted)	(0.02)	(0.01)	(0.01)

Balance Sheet Data			
Current assets	958,149	100,078	91,862
Total assets	2,399,890	1,150,545	1,056,188
Current liabilities	163,224	113,265	251,697
Long term debt	26,625	24,793	--
Share Capital	2,215,050	1,187,035	909,085
Warrant reserves	120,519	--	--
Special warrants	448,125	--	--
Retained earnings (deficit)	(573,653)	(174,548)	(104,594)
Total Equity	2,210,041	1,012,487	804,091
Number of Shares Issued and Outstanding	22,200,763	15,304,667	13,451,667

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

StrategX is authorized to issue an unlimited number of Shares, of which 24,000,763 are issued and outstanding as of the date of this Prospectus as fully paid and non-assessable. Following the exercise or deemed exercise of all Special Warrants, there will be 24,853,263 Shares issued and outstanding as fully paid and non-assessable.

All of the Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company, and the entitlement to dividends. Holders of Shares are entitled to receive notice of, and to attend and vote at, all meetings of the Shareholders of the Company and to receive all notices and other documents required to be sent to holders of Shares in accordance with the Company's articles, corporate law and any applicable stock exchange. On a poll, every holder of Shares is entitled to one vote for each Share held.

In the event of the liquidation, dissolution or winding-up of the Company or other distribution of its assets, the holders of Shares will be entitled to receive, on a *pro rata* basis, all of the assets remaining after the Company has paid out its liabilities. Distribution in the form of dividends, if any, will be set by the Board. The Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking fund or purchase fund provisions.

The Board is authorized to issue additional Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further securityholder action.

Warrants

As of the date of this Prospectus, StrategX has issued 4,250,000 Warrants as follows:

- 3,200,000 Warrants were issued on August 3, 2018. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.10 per Warrant Share, expiring on the date that is two years after the Listing Date;
- 800,000 Warrants were issued on March 1, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date;
- 100,000 Warrants were issued on April 1, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date; and

- 150,000 Warrants were issued on April 30, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date.

Special Warrants

The Company closed the Special Warrant Private Placement on September 24, 2021 and issued an aggregate of 852,500 Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one SW Share. Each of these Special Warrants will automatically convert at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) January 25, 2022.

The Company has granted to each holder of Special Warrants 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 holder of a Special Warrant who acquires another security of the Company 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:

(a) 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;

(b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company on the acquisition of the Special Warrant; and

(c) 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 were the original subscriber.

CONSOLIDATED CAPITALIZATION

Share Capital – Non-Diluted

The following table sets out the capitalization of the Company as of the dates specified below:

Designation of Security	Amount Authorized	Amount Outstanding as of Dec 31, 2020	Amount Outstanding as of Sep 30, 2021	Amount Outstanding as of the date of this Prospectus(1)(2)	Amount Outstanding following the exercise of all Special Warrants(2)
Shares	Unlimited	$1,187,035 (15,304,667 Shares)	$2,215,050 (22,200,763 Shares)	$2,530,050 (24,000,763 Shares)	$2,743,175 (24,853,263 Shares)
Special Warrants	852,500	Nil	Nil	$213,125 (852,500 Special Warrants)	Nil

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

Share Capital – Fully Diluted

The following table sets out the details of the issued and outstanding Shares and securities convertible into Shares on a fully diluted basis:

Designation of Security	Amount Outstanding/Reserved	Percentage (%) of Total[1]
Issued and outstanding Shares as of the date of this Prospectus:	24,000,763	74.8%
SW Shares reserved for issuance upon the exercise of the Special Warrants[2]	852,500	2.6%
Warrant Shares reserved for issuance upon exercise of outstanding Warrants[3]	4,250,000	13.2%
Unit Shares reserved for issuance under the 939 Property Purchase Agreement[4]	1,500,000	4.7%
Unit Warrant Shares reserved for issuance on exercise of Unit Warrants issuable under 939 Property Purchase Agreement[4]	1,500,000	4.7%
Total fully diluted Share capitalization after the Receipt:	**32,103,263**	**100%**

Notes:

(1) Adjusted for rounding.
(2) See "*Description of the Securities Distributed – Special Warrants*".
(3) See "*Description of the Securities Distributed – Warrants*".
(4) See "*Description of Business – Property Acquisitions – 939 Property*".

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

There are no options outstanding as at the date of this Prospectus.

Stock Option Plan

The Company has adopted a Stock Option Plan dated March 31, 2021, under which it may grant incentive stock options to eligible persons which include directors, officers, employees and consultants or any affiliate thereof. The Stock Option Plan has been prepared to comply with CSE requirements. The Stock Option Plan was approved and ratified by all of the Shareholders on April 30, 2021.

The purpose of the Stock Option Plan is to (a) advance the interests of the Company by encouraging equity participation in the Company by eligible optionees through the acquisition of Shares; (b) retain and attract qualified personnel; and (c) provide a long-term incentive element in overall compensation paid by the Company to eligible optionees.

The following is a summary of the substantive terms of the Stock Option Plan:

- The aggregate number of Shares that may be issued upon the exercise of stock options granted under the Stock Option Plan may not exceed 15% of the number of issued and outstanding Shares of the Company at the time of granting of options.

- The maximum number of Shares which may be reserved for issuance to any one option holder shall be subject to applicable securities laws and policies of the stock exchange on which the Company's shares are listed at the time of grant of the options.

- The exercise price of options will be set by the Board in compliance with applicable regulatory requirements at the time of grant. As of the date hereof, CSE policies mandate that the exercise price must be no less than the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the option, and (b) the date of grant of the option.

- Options may have a maximum exercise period of ten (10) years.

- ♦ Options are non-assignable and non-transferable (subject to options being exercisable by the optionee's heirs or administrator).

- ♦ On the death, disability or termination of services/employment of an optionee:

  (a) any vested options held by an optionee who ceases to be an eligible optionee under the Stock Option Plan for any reason other than those set out in (b) – (d) below, will expire on the earlier of the 90th day following the date the optionee ceased to be an eligible optionee and the date of expiration of the term otherwise applicable to such options;

  (b) in the case of the termination of an optionee due to disability, any vested options held by the optionee at the date of termination will become exercisable by the optionee until the earlier of six months after the termination date and the date of expiration of the term otherwise applicable to such option;

  (c) in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee's estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option; and

  (d) in the case of an optionee ceasing to be an eligible optionee as a result of (i) termination for cause, (ii) the optionee ceasing to meet the qualifications set forth in corporate or other legislation applicable to the Company, (iii) in the case of a director, a special resolution having been passed by the shareholders of the Company removing the optionee as a director of the Company, or (iv) an order made by any regulatory authority having jurisdiction to so order the cessation of the optionee as a service provider to the Company, then such optionee's options, whether or not vested at the date of such dismissal or other termination or cessation, will immediately terminate without right to exercise same.

- ♦ Any options that expire unexercised or that are otherwise lawfully cancelled will be eligible for re-issue under the Stock Option Plan.

- ♦ The Stock Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Company's Shares.

- ♦ The Company has the authority to deduct and withhold, or require an optionee to remit to the Company, the amount of any taxes or other required source deductions which the Company is required by law or regulation of any governmental authority whatsoever to remit in connection with any issuance of Shares upon the exercise of options.

Warrants

StrategX has issued an aggregate of 1,050,000 bonus Warrants to directors, officers and consultants, as follows:

- an aggregate of 800,000 Warrants were issued to three officers of the Company on March 1, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date;

- 100,000 Warrants were issued to a director of the Company on April 1, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date;

- 100,000 Warrants were issued to a director of the Company on April 30, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date and

- 50,000 Warrants were issued to a consultant of the Company on April 30, 2021. Each of these Warrants is exercisable for one Warrant Share at a purchase price of $0.15 per Warrant Share, expiring on the date that is two years after the Listing Date.

PRIOR SALES

The following table sets out the number of securities that have been sold and issued by the Company during the 12 months preceding the date of this Prospectus:

Date of Issuance	Class of Securities	Number of Securities Issued	Price per Security	Total Consideration
December 31, 2020	Shares	1,400,000	$0.15(1)	$210,000.00(1)
March 1, 2021	Warrants(2)	800,000(2)	N/A	N/A
March 5, 2021	Shares	1,625,100	$0.15	$243,765.00
March 31, 2021	Shares	2,399,998	$0.15	$359,999.70
April 1, 2021	Warrants(2)	100,000(2)	N/A	N/A
April 15, 2021	Shares	1,917,666	$0.15	$287,649.90
April 23, 2021	Shares	873,332	$0.15	$130,999.80
April 30, 2021	Warrants(2)	150,000(2)	N/A	N/A
July 16, 2021	Shares	40,000	$0.25	$10,000.00
July 16, 2021	special warrants(3)	1,000,000(3)	$0.25	$250,000.00
September 24, 2021	Shares	40,000	0.25	$10,000.00
September 24, 2021	Special Warrants(4)	852,500(4)	$0.25	$213,125.00
October 31, 2021	Shares(5)	800,000	$0.10	$80,000.00
November 17, 2021	Shares(3)	1,000,000	n/a	n/a

Notes:

(1) 1,400,000 Shares were issued at a deemed price of $0.15 per Share to settle $210,000 in debt.

(2) Each Warrant entitles the holder thereof to purchase one Warrant Share at a price of $0.15 per Warrant Share for a period expiring on the date that is two years after the Listing Date.

(3) Each special warrant entitled the holder thereof to acquire, without payment of any additional consideration, one Share. These special warrants automatically converted and were deemed to be exercised at 4:00 p.m. (Vancouver time) on November 17, 2021, at which time the Company issued an aggregate of 1,000,000 Shares to the holders of these special warrants.

(4) Each Special Warrant entitles the holder thereof to acquire, without payment of any additional consideration, one SW Share. Any unexercised Special Warrants will automatically convert and be deemed to be exercised at 4:00 p.m. (Vancouver time) on the date that is the earlier of: (a) the third business day after the Receipt; and (b) January 25, 2022.

(5) 800,000 Shares were issued pursuant to the exercise of 800,000 share purchase warrants.

ESCROWED SECURITIES

Escrowed Securities

Pursuant to NP 46-201, the securities held by "*principals*" (as defined under NP 46-201) of the Company are held in escrow subject to the terms of an escrow agreement for a period of time following the Listing Date as an incentive for the principals to devote their time and attention to the business of the Company while they are securityholders.

Principals include persons or companies that, as at the date of this Prospectus, fall into one of the following categories:

(a) directors and senior officers of the Company;

(b) promoters during the two years before the date of this Prospectus;

(c) those who directly or indirectly own and/or control more than 10% of the Company's voting securities immediately before the date of this Prospectus and immediately after the exercise or deemed exercise of the Special Warrants if they also have appointed or have the right to appoint one or more of the Company's directors or senior officers;

(d) those who directly or indirectly own and/or control more than 20% of the Company's voting securities immediately before the date of this Prospectus and immediately after the exercise or deemed exercise of the Special Warrants; and

(e) spouses of any of the above or their relatives who live at the same address as any of the above.

A company, trust, partnership or other entity where more than 50% of the voting securities are held by one or more principals will be treated as a principal. A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Company they hold will be subject to escrow requirements. A principal that holds securities carrying less than 1% of the voting rights attached to the Company's outstanding securities immediately after its initial public offering or an initial distribution by one or more of the Company's securityholders is not subject to escrow requirements.

In addition, pursuant to section 2.8 of Appendix A to CSE Policy 2, any common share purchase warrants that are issued less than 18 months before listing and exercisable or convertible into listed shares at a price that is less than $0.25 per share will also be subject to escrow with releases scheduled at the periods specified under NP 46-201.

In accordance with NP 46-201 and CSE Policy 2, and pursuant to the escrow agreement (the "**Escrow Agreement**") dated December 17, 2021, and entered into among certain principals of the Company and other persons, the Company and the Transfer Agent, the following tables set out the securities to be deposited into escrow with the Transfer Agent:

Designation of class of security	**Number of securities to be held in escrow or that are subject to a contractual restriction on transfer**	**Percentage of class held in escrow on Listing Date (1)**
Shares	3,920,001	15.8%
Warrants	1,650,000	38.8%

Notes:
(1) Assuming the exercise or deemed exercise of all 852,500 Special Warrants.

The following table sets out Information relating to escrowed securities:

Name of beneficial security holder	**Number of securities to be held in escrow or that are subject to a contractual restriction on transfer**	**Percentage of class held in escrow on Listing Date(1)**
Darren Bahrey *President, CEO & Director*	3,400,001 Shares(2) 1,000,000 Warrants	13.7% 23.5%
Ke Feng (Andrea) Yuan *CFO*	200,000 Shares 200,000 Warrants	0.8% 4.7%
Freeman Smith *Vice-President Exploration*	320,000 Shares 200,000 Warrants	1.3% 4.7%
Paula Caldwell St-Onge *Director*	100,000 Warrants	2.4%
Ryan McEachern *Director*	100,000 Warrants	2.4%
Securities held by non-principals	50,000 Warrants	1.2%

Notes:
(1) Assuming the exercise or deemed exercise of all 852,500 Special Warrants.

(2) 1,800,001 of these Shares are held by Mr. Bahrey personally and 1,600,000 are held by Global X Investment Group (2020) Ltd., a private company owned by Mr. Bahrey.

As the Company will be classified as an "*emerging issuer*" (as defined under NP 46-201), the escrowed securities will be released according to the following schedule:

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

In the simplest case, where there are no changes to the escrowed securities initially deposited and no additional escrow securities, the release schedule outlined above results in 10% of the escrowed securities being released on the Listing Date and an additional 15% of the escrowed securities being released every 6 months thereafter until all of the escrowed securities have been released 36 months following the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Company's directors and officers, the only person who beneficially owns or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any of the Shares, is as follows:

Name of Principal Shareholder	**Before exercise or deemed exercise of the Special Warrants**		**After exercise or deemed exercise of the Special Warrants[1]**	
	Number and class of securities beneficially owned directly or indirectly	Percentage of class owned	Number and class of securities beneficially owned directly or indirectly	Percentage of class owned
Darren Bahrey[2]	3,400,001 Shares 1,000,000 Warrants	14.2% 23.5%	3,400,001 Shares 1,000,000 Warrants	13.7% 23.5%

Notes:
(1) Assuming the exercise or deemed exercise of all 852,500 Special Warrants.
(2) Mr. Bahrey is the CEO, President, a director and a Promoter of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets forth information regarding the Company's current directors and executive officers:

Name, Province and Country of Resident and Current Position with the Company	Director or Officer Since	Principal Occupation during the 5 years preceding the date of this Prospectus(1)
Darren Bahrey(2) British Columbia, Canada *CEO, President & Director*	June 28, 2018	CEO of the Company (since Mar 2021); CEO of Global GenX Resources Ltd. a of private exploration company (since Feb 2021); CEO of Oro Exploration Ltd., a private gold exploration company (since Nov 2014); and CEO of a DFX Exploration Ltd., a private company (since Nov 2011)
Ke Feng (Andrea) Yuan British Columbia, Canada *CFO and Corporate Secretary*	March 1, 2021	President of Black Dragon Financial Consulting Services Inc. (since Nov 2011); CFO of the Company (since Mar 2021)
Freeman Smith British Columbia, Canada *Vice-President Exploration*	March 1, 2021	Principal of Omni Resources Consulting (since Apr 2005); Vice-President of Exploration of the Company (since Mar 2021); and Vice-President of Exploration of Riverside Resources Inc. (TSXV:RRI)(since Feb 2018)
Paula Caldwell St-Onge(2) Quebec, Canada *Director*	April 1, 2021	Retired (since May 2020); Director General, Pan African Affairs, Global Affairs Canada (Oct 2017 – Apr 2020); and Canadian Ambassador in Haiti, Global Affairs Canada (Aug 2014 – Sep 2017)
Ryan McEachern(2) Ontario, Canada *Director*	April 30, 2021	Managing Director of Mining Suppliers Trade Association Canada (since Sep 2014)

Notes:
(1) See "*Management*" below for further details.
(2) Member of the Audit Committee.

The term of each director expires at the annual meeting of Shareholders following the date of his or her appointment or election. The term of office of the executive officers expires at the discretion of the Company's directors.

Security Holdings of Directors and Executive Officers

As at the date of this Prospectus, the Company's directors and executive officers, as a group, beneficially own, directly or indirectly, or exercise control or discretion over an aggregate of 3,976,001 Shares, which is approximately 16.6% of the Shares issued and outstanding as of the date hereof.

Following the exercise or deemed exercise of all of the Special Warrants, the Company's directors and executive officers, as a group, will beneficially own, directly or indirectly, or exercise control or discretion over an aggregate of 3,986,001 Shares, which is approximately 16% of the Shares that will be issued and outstanding following the exercise or deemed exercise of all of the Special Warrants.

Management of the Company

Below is a brief description of each member of management of the Company, including their names, ages, positions and responsibilities with StrategX, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus and experience in the Company's industry.

As of the date of this Prospectus and other than as set out below, StrategX has not entered into any other management, consulting or employment agreements with any of its management team. None of the Company's directors or executive officers have entered into non-competition or non-disclosure agreements with the Company.

***Darren Bahrey**, age 55 – Chief Executive Officer, President & Director*

Mr. Bahrey, B.Sc., is the CEO, President and a founding Shareholder and director of StrategX. Mr. Bahrey received his Bachelor of Science degree from the University of BC in 1990. Mr. Bahrey is fluent in both English and Spanish (oral and written).

Mr. Bahrey is a senior geologist, having spent over 25 years in the exploration business with junior and major mining companies, predominantly in the Americas. Mr. Bahrey has experience in all aspects of exploration from generative to advanced projects, negotiations, and acquisitions. Mr. Bahrey founded Oro Mining Ltd (now Mako Mining Corp.) in 2004 and served as its President and CEO from September 15, 2004 to November 30, 2011. He played a key role in the original staking and discovery of the extension of the Taunus Mine, Sinaloa, Mexico, a producing high-grade gold open pit mine from 2013 to 2018.

In his capacity as CEO, President and a director of StrategX, Mr. Bahrey will devote approximately 50% of his time, and such additional time to the business and affairs of the Company as may be necessary to discharge his duties. Mr. Bahrey is an independent contractor of the Company.

***Ke Feng (Andrea) Yuan**, age 48 - Chief Financial Officer and Corporate Secretary*

Ms. Andrea Yuan is a Chartered Professional Accountant (CPA)/Certified General Accountant (CGA) in British Columbia and a Certified Public Accountant (CPA) in New Hampshire. Ms. Yuan obtained her Bachelor of Economics from Shanghai University of Finance and Economics in 1994. Ms. Yuan is fluent in both English and Mandarin (oral and written).

Ms. Yuan started her career as an internal auditor and then as team head of the internal audit department at the Bank of China's Shanghai Pudong branch in China from 1994 through to 1999. After arriving in Canada in the Spring of 1999, Ms. Yuan worked as an accountant at a small accounting firm while she worked towards her CGA designation. Ms. Yuan moved to Davidson and Company LLP, Chartered Accountants, in 2004 where she worked in the firm's audit group. From November 2006 until 2009, Ms. Yuan was employed as an audit manager at Davidson. From 2009 until October 2011, Ms. Yuan was employed as an audit principal at Davidson. In addition to overseeing a variety of Canadian public company audits, she was also responsible for conducting the audits of various foreign public companies including Chinese and Korean companies.

Ms. Yuan started her own financial and management consulting company, Black Dragon Financial Consulting Services Inc., in November 2011. Currently, Ms. Yuan acts as Chief Financial Officer or financial consultant for several public companies listed on the TSX-V and the Canadian Securities Exchange.

In her capacity as CFO and Corporate Secretary of StrategX, Ms. Yuan will devote approximately 40% of her time and such additional time to the business and affairs of the Company as may be necessary to discharge her duties. Ms. Yuan is an independent contractor of the Company.

***Freeman Smith**, age 57 - Vice-President of Exploration*

Mr. Smith has more than 20 years of work experience in the minerals industry focused on generating and evaluating exploration properties primarily in the Americas. Mr. Smith has worked primarily with prospect generators forming his first company in 2005 focusing on the western cordillera in BC and the Yukon. He also worked in Mexico with the prospect generator (Oro Gold) which defined the Tanuas deposit (Marlin Mining) and the El Compas deposit (Endeavour Silver). Subsequent to this company, he formed Goldplay Exploration Ltd. which is a project generator focused on Mexico. Mr. Smith has also worked in the greenstone belts in Northern Canada and Ontario-Quebec.

Throughout his work experience, Mr. Smith has held the position of Exploration Manager, VP of Exploration, VP of Corporate Development and CEO with junior exploration companies based in Vancouver.

In his capacity as Vice-President of Exploration of StrategX, Mr. Smith will devote approximately 40% of his time, and such additional time to the business and affairs of the Company as may be necessary to discharge his duties. Mr. Smith is an independent contractor of the Company.

***Paula Caldwell St-Onge**, age 56 - Director*

Ms. Caldwell St-Onge, a recipient of the Head of the Public Service Award for Excellence in Policy and the Queen's Gold Jubilee medal, began her career in the Public Service in 1989. She worked in several government departments where she gained expertise in communications, environmental sustainability and political risk. She has been a Director General of Canada's Environmental Federal national programs on Enforcement, Environmental assessments and Emergency and Preparedness and has also served as Senior Trade Commissioner, Minister Counsellor of Trade, Consul General and Ambassador in Brazil, Mexico, Texas (and 5 surrounding States), and Haiti respectively. While currently retired, Ms Caldwell St-Onge's most recent service positions were as Director General of the Pan African bureau at Global Affairs Canada (October 2017 – April 2020) and Canadian Ambassador in Haiti (August 2014 – September 2017). Ms. Caldwell St-Onge is currently an independent director of Earth Alive Clean Technologies Inc. (TSXV:EAC). She was also a director of Teranga Gold Corp. (recently acquired by Endeavour Mining PLC) from June 2020 – February 2021. Ms. Caldwell St-Onge is fluent in both English and French (oral and written).

In her capacity as a director, Ms. Caldwell St-Onge will devote approximately 5% of her time and such additional time to the business and affairs of the Company as may be necessary to discharge her duties.

***Ryan McEachern**, age 55 - Director*

Mr. McEachern, P.Geo., received his Bachelor of Science Geology degree from Lakehead University in 1990 and his MBA from Wilfrid Laurier University in 2001.

Mr. McEachern has 25 years' experience in the mining industry, starting out as a geologist on projects in the far North and internationally. He also has experience in capital markets, global supply chains and manufacturing. Mr. McEachern currently serves as the Managing Director of the Mining Suppliers Trade Association Canada.

In his capacity as a director, Mr. McEachern will devote approximately 5% of his time and such additional time to the business and affairs of the Company as may be necessary to discharge his duties.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Company's knowledge, no director or executive officer of StrategX is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or

(b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO,

except that Ms. Yuan was the CFO and a director of First Star Resources Inc. when a cease trade order was issued against it on May 9, 2013 for failure to file its year-end financial statements due to lack of funds to pay the company's auditors. The financial statements were subsequently filed and the cease trade order lifted on August 15, 2013.

Bankruptcies

To the Company's knowledge, no director or executive officer of StrategX or a Shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or Shareholder.

Penalties or Sanctions

To the Company's knowledge, no director or executive officer of StrategX or a Shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

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

Conflicts of Interest

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

To the best of the knowledge of the Company, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among the directors and officers of the Company as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies and therefore it is possible that a conflict may arise between their duties to StrategX and their duties as a director or officer of such other companies. It is expected that all conflicts of interest will be resolved in accordance with the provisions of the BCBCA.

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

EXECUTIVE COMPENSATION

Executive Compensation

The Company was not a reporting issuer at any time during the period from incorporation until December 31, 2020. Accordingly, and in accordance with Form 51-102F6V, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each Chief Executive Officer, each Chief Financial Officer and each of the Company's three most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers during the period from incorporation until December 31, 2020, and whose total salary and bonus exceeded or exceeds $150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of StrategX at the end of the Company’s most recently completed financial year.

Compensation Discussion and Analysis

StrategX does not have a formal compensation philosophy at the present time, and no formal objectives or benchmarking have been established to date for determining the compensation of its NEOs. To date, the Company has primarily relied on the discussions and determinations of the Board. In determining the appropriate compensation, the Board considers the responsibilities of the individual, comparable salaries in the industry, the experience level of the individual and overall performance. The Company’s executive compensation program is expected to consist of a combination of base salaries and participation in the Company’s Stock Option Plan. When deemed appropriate, the Board may also pay bonuses to its management executives in future. These elements contain both short-term incentives, comprised of cash payments, being those provided by way of base salaries (and, when applicable, bonuses), as well as long-term incentives, comprised of equity-based incentives, being those provided under the Stock Option Plan.

The Company has been paying its CEO and CFO since their appointments on March 1, 2021 and expects to continue such payments during the next 12 months. Consequently, the Company has budgeted $192,000 for compensation payable to these executive officers for the next 12 months, which compensation is expected to be paid to a private company owned by Darren Bahrey for his services as President and CEO of the Company (as to $102,000) and a private company owned by Andrea Yuan for her services as CFO and Corporate Secretary of the Company (as to $90,000). In addition, the Company expects to pay a private company owned by Freeman Smith for his services as Vice-President of Exploration of the Company, on an hourly as needed basis, and has budgeted $40,000 for such services for the next 12 months. In the event that the Company proceeds with the Phase II work program recommend in the Technical Report (refer to “*Narrative Description of the Business - Technical Summary of the 939 Property*” above), then it is anticipated that Mr. Smith’s fee will increase at such time to reflect the increase in time he will be expected to devote to the Company to oversee such work program. The amount of such fee increase is unknown at this time. When applicable, the Board will assess the then-current industry standard rates payable for similar positions and it is expected that any increase will be in line with such industry standards.

Cash compensation amounts to executive officers are determined solely by Board discussion without any formal objectives, criteria or analysis. When options are granted, it is expected that such option based awards to executive officers will be determined by the Board, upon consideration of both the past and future expected contributions of the individual officers, previous grants of stock options, and the number of available stock options.

Option Based Awards

There were no incentive stock options to purchase Shares of the Company (option-based awards) or other compensation securities granted or issued to any director or NEO by the Company in the fiscal year ended December 31, 2020, and no stock options or other compensation securities outstanding at any time during the financial year ended December 31, 2020.

No compensation securities were exercised by any directors or NEOs during the fiscal year ended December 31, 2020.

The Company adopted the Stock Option Plan on March 31, 2021 (see "*Options to Purchase Securities – Stock Option Plan*" for a description of the Stock Option Plan).

Employment, Consulting and Management Agreements

The Company has entered into verbal arrangements under which it pays it NEOs as follows:

1. Darren Bahry – *CEO, President and a director*

   Mr. Bahrey's engagement with StrategX commenced on March 1, 2021. Global X Investments (2020) Ltd. ("**Global X**"), a private company owned by Mr. Bahrey, is currently paid $102,000/year for Mr. Bahrey's services pursuant to a verbal arrangement between the parties. The Company intends to enter into a formal consulting agreement with Global X during fiscal 2021 upon completion of its next significant financing.

2. Ke Feng (Andrea) Yuan - *CFO and Corporate Secretary*

   Ms. Yuan's engagement with StrategX commenced on March 1, 2021. Black Dragon Financial Consulting Services Inc. ("**Black Dragon**"), a company owned by Ms. Yuan, is currently paid $90,000/year for Ms. Yuan's services pursuant to a verbal arrangement between the parties. The Company intends to enter into a formal consulting agreement with Black Dragon during fiscal 2021 upon completion of its next significant financing.

3. Freeman Smith – *Vice-President of Exploration*

   Mr. Smith's engagement with StrategX commenced on March 1, 2021. The Company has a verbal arrangement with Omni Resource Consulting Ltd. ("**Omni**"), a private company owned by Mr. Smith, pursuant to which Omni will be paid at an hourly rate for services to be provided to the Company by Mr. Smith in his role as Vice-President of Exploration. The Company intends to enter into a formal consulting agreement with Omni during fiscal 2021 upon completion of its next significant financing and in conjunction with Mr. Smith's anticipated increased role in overseeing the Phase II work program recommended in the Technical Report, if merited (refer to "*Compensation Discussion and Analysis*" above).

The Company does not have any defined benefit or actuarial plan.

Termination and Change of Control Benefits

The Company does not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in an NEO's responsibilities.

Director Compensation

The Company does not have any arrangements, standard or otherwise, for cash or non-cash compensation pursuant to which directors are compensated by the Company for their attendance at board meetings or in their capacity as directors. The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. The Board intends to compensate directors primarily through the grant of stock options.

Share-based awards, option-based awards and non-equity incentive plan compensation
Outstanding share-based awards and option-based awards

No stock options and share based awards were granted or awarded to, earned by or paid to the directors during the financial year ended December 31, 2020 and no stock options and share based awards were outstanding to the directors at any time during the financial year or at the end of the most recently completed financial year.

Intended Material Changes to Executive Compensation

If and when the Company's shares are accepted for listing on the CSE, the Company intends to grant incentive stock options to its Named Executive Officers, directors and consultants at a minimum exercise price of $0.25 per share in accordance with the policies of the CSE. Other than the intended grant of stock options, the type and amount of future compensation to be paid to NEOs and directors has not been determined. The Company has budgeted $232,000 for compensation payable to its NEOs for the next 12 months (see "*Compensation Discussion and Analysis*" and "*Employment, Consulting and Management Agreements*" above).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than routine indebtedness, as that term if defined in paragraph 10.3(c) of Form 51-102F5, no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities as at the date of this Prospectus; however, a private company having a common director and executive officer is indebted to the Company for other indebtedness as at the date of this Prospectus, as follows:

AGGREGATE INDEBTEDNESS ($)		
Purpose **(a)**	**To the Company** **(b)**	**To Another Entity** **(c)**
Share purchases	Nil	Nil
Other	US$99,543.27	Nil

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than routine indebtedness, as that term if defined in paragraph 10.3(c) of Form 51-102F5, no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company as at the date of this Prospectus, except as following:

AGGREGATE INDEBTEDNESS						
Name and Principal Position	**Involvement of Company or Subsidiary**	**Largest Amount Outstanding During Year Ended Dec 31, 2020**	**Amount Outstanding as at Aug 31, 2021**	**Financially Assisted Securities Purchases During Year Ended Dec 31, 2020**	**Security for Indebtedness**	**Amount Forgiven During Year Ended Dec 31, 2020**
Darren Bahrey *President, CEO & Director*	StrategX	US$99,543.27[(1)]	Nil	Nil	Nil	Nil
10X Minerals Corp.[(2)]	StrategX	Nil	US$99,543.27	Nil	Nil	Nil

Notes:

(1) On August 1, 2018, the Company entered into a Revolving Line of Credit Agreement with Darren Bahrey, President, CEO & a director of the Company, pursuant to which the Company agreed to lend Mr. Bahrey up to US$100,000, the funds of which are to be used exclusively for making payments towards maintenance of Project Green located in the Republic of Panama and registered in Mr. Bahrey's name. The terms of the loan include: no interest is payable on the principal; the maturity date at which time all outstanding principal is due is July 31, 2025; and the borrower may prepay the loan at any time without penalty. Concurrent with the first advance of funds under the line of credit agreement, on September 1, 2018, Mr. Bahrey executed a Promissory Note for US$100,000.

(2) On June 15, 2021, Mr. Bahrey transferred his interest in Project Green to 10X Minerals Corp. Concurrently, Mr. Bahrey and 10X Mineral Corp. entered into an assignment and assumption agreement pursuant to which 10X Minerals Corp. assumed all of Mr. Bahrey's obligations under the Revolving Line of Credit Agreement. 10X Minerals Corp. is a private company of which Mr. Bahrey is a director.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee is the sole committee established by the Board as of the date of this Prospectus. NI 52-110, NI 41-101 and Form 52-110F2 require the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Prospectus certain information regarding the Audit Committee. That information is disclosed below.

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to Shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

Audit Committee Charter

The Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. The text of the Company's Audit Committee Charter is attached as Appendix "C" to this Prospectus.

Composition of Audit Committee

The Company's Audit Committee is comprised of all three of its directors: Darren Bahrey, Paula Caldwell St-Onge and Ryan McEachern. The following table sets out the names of the members of the Audit Committee and whether they are "*independent*" and "*financially literate*" for the purposes of NI 52-110.

Name of Member	Independent(1)	Financially Literate(2)
Darren Bahrey	No	Yes
Paula Caldwell St-Onge	Yes	Yes
Ryan McEachern	Yes	Yes

Notes:

(1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Company is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting, are as follows:

Member	Education/Experience
Darren Bahrey	Mr. Bahrey, B.Sc., received his Bachelor of Science degree from the University of BC in 1990. Mr. Bahrey has over 20 years' experience in preparing and reviewing financial statements for publicly-listed companies and serving on Audit Committees for publicly-listed companies. Mr. Bahrey founded Oro Mining Ltd (now Mako Mining Corp.) in 2004 and served as its President and CEO from September 15, 2004 to November 30, 2011. Mr. Bahrey has previously served in the capacity of director or CEO of multiple public companies including GR Silver Mining Ltd. (Director, 2012 – 2020), Oro Mining Ltd. (CEO, 2005 – 2012), Oro Silver Ltd. (CEO, 2007 – 2011), and BC Gold Corp. (Director, 2007 – 2010).
Paula Caldwell St-Onge	Ms. Caldwell St-Onge has worked in several government departments where she gained expertise in communications, environmental sustainability and political risk. She has been a Director General of Canada's Environmental Federal national programs on Enforcement, Environmental assessments and Emergency and Preparedness and has also served as Senior Trade Commissioner, Minister Counsellor of Trade, Consul General and Ambassador in Brazil, Mexico, Texas (and 5 surrounding States), and Haiti respectively. Ms Caldwell St-Onge's most recent service position was as

	Director General of the Pan African bureau at Global Affairs Canada (October 2017 – April 2020). As a Senior Executive in Government for 20 years, Ms. Caldwell St-Onge managed budgets of >$30 million and reviewed and directed the preparation of financial statements and audit reports. Ms. Caldwell St-Onge has an undergraduate degree from Queen's University and an MBA (Leadership and Sustainability) from the University of Cumbria. Her MBA courses contained content on general accounting principles and information on how to prepare and read financial statements. In addition, she has taken the Institute of Corporate Directors course, which included content that focused on financial literacy, red flags in financial statements and the roles and duties of the Audit Committee. Ms. Caldwell St-Onge is currently an independent director of Earth Alive Clean Technologies Inc. (TSXV:EAC) and was also a director of Teranga Gold Corp. (recently acquired by Endeavour Mining PLC) from June 2020 – February 2021. In both of these latter roles as a director of a public company, Ms. Caldwell St-Onge was required to review and approve financial statements.
Ryan McEachern	Mr. McEachern, P.Geo., received his Bachelor of Science Geology degree from Lakehead University in 1990 and his MBA focused on Finance, General from Wilfrid Laurier University in 2001. Mr. McEachern's MBA courses contained content on general accounting principles and information on how to prepare and read financial statements. Mr. McEachern was the Finance Manager for Placer Dome from September 2001 – September 2003. Following that, he worked for Orion Securities for two years (September 2003 – August 2005) as a Research Analyst analyzing publicly-listed mining and exploration companies and providing equity research reports for said companies, which included creating financial valuations models for said mining companies. Mr. McEachern currently serves as the Managing Director of the Mining Suppliers Trade Association Canada. During the past seven years in this role, he has been directly responsible for overseeing financial audits by external auditors and as secretary to the Board of Directors is responsible for creating the summary report and recommendations of the financial auditors to the Board of Directors Financial Audit Committee.

Audit Committee Oversight

Since the commencement of the Company's most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4, 6.1(4), (5), or (6) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, a copy of which is attached hereto as Appendix "C".

External Auditor Service Fees (By Category)

The Company's independent auditors are Crowe MacKay LLP. Fees paid or accrued for audit and other services provided by the Company's independent auditors during the last two fiscal years are outlined below:

Nature of Services		Fiscal Year Ended	
		Dec 31, 2020 ($)	Dec 31, 2019 ($)
Audit Fees[(1)]		11,000	11,000
Audit-Related Fees[(2)]		nil	Nil
Tax Fees[(3)]		nil	Nil
All Other Fees[(4)]		nil	Nil
	TOTAL:	**11,000**	**11,000**

Notes:

(1) "*Audit Fees*" include the aggregate fees billed for each of the last two fiscal years for professional services of the external auditor for the audit of the Company's annual consolidated financial statements.

(2) "*Audit-Related Fees*" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under (1) above.

(3) "*Tax Fees*" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the external auditor for tax compliance, tax advice and tax planning.

(4) "*All Other Fees*" include the aggregate fees billed in each of the last two fiscal years for services provided by the external auditor, other than the services reported in the above items.

Corporate Governance

Overview

Corporate governance relates to activities of the Board, 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 and who are charged with the day to day management of the Company.

The Canadian securities regulatory authorities have issued corporate governance guidelines pursuant to NI 58-101, together with certain related disclosure requirements pursuant to NI 58-101. The corporate governance guidelines under NI 58-101 are recommended as "*best practices*" for issuers to follow. The Company recognizes that good corporate governance plays an important role in its overall success and in enhancing Shareholder value and, accordingly, has adopted certain corporate governance practices which are reflective of the recommended guidelines. A description of the Company's general approach to corporate governance is summarized below. The Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board. The Company has three directors: Darren Bahrey, Paula Caldwell St-Onge and Ryan McEachern. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Section 1.4 of NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, two of the three members of the Board are independent. The members who are independent are: Paula Caldwell St-Onge and Ryan McEachern, as they have no direct or indirect material relationship with the Company.

Darren Bahrey is not independent by virtue of the fact that he is an executive officer of the Company (i.e., the President and CEO) and a significant Shareholder.

Other Directorships

The following directors of the Company are presently directors of one or more other reporting issuers (or equivalents) in a Canadian jurisdiction or a foreign jurisdiction:

Name of Director	**Reporting Issuer(s) or Equivalent(s)**
Paula Caldwell St-Onge	Earth Alive Clean Technologies Inc. (TSXV:EAC)

Orientation and Continuing Education

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors and officers where a thorough description of the Company's business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

In order to achieve continuing improvement in Board performance, all directors are encouraged to undergo continual professional development, however, the Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Company's operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Company's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has not adopted a formal written Code of Business Conduct and Ethics. In recruiting new Board members, the Board considers only persons with a demonstrated record of ethical business conduct.

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

Nomination of Directors

Due to the Company's size and stage of development, the Board does not have a nominations committee nor has the Board adopted a written mandate or formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have at track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives and have a willingness to serve.

Compensation

Due to the Company's size and stage of development, it does not have a separate compensation committee, but rather, the Board as a whole determines executive and director compensation by way of discussions at Board meetings. The independent members of the Board are also responsible for determining the compensation to be paid to the executive directors of the Company. Should the Company's circumstances change to warrant a separate compensation committee, one will be established.

As at the date of this Prospectus, the Company has verbal agreements with its NEOs with respect to their compensation arrangements (see "*Executive Compensation – Employment, Consulting and Management Agreements*" above). The Board expects that it will enter into formal written agreements with the NEOs in fiscal 2021 upon completion of its next significant financing. Until such time, the non-NEO Board members review the compensation of the NEOs on an annual basis. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each of the NEOs. The Company's executive compensation practices are intended to provide both current and long term rewards to its NEOs that are competitive within the compensation practices of the industry and consistent with their individual performance and contribution to the Company's objectives. In determining the appropriate compensation of an executive officer, the Board considers the responsibilities of the individual, comparable salaries in the industry, the experience level of the individual and overall performance.

Non-executive directors are currently not paid a director fee. Non-executive director compensation will be reviewed by the Board on an annual basis.

Other Board Committees

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

Assessments

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size and its stage of development, the Board considers a formal assessment process to be inappropriate at this time.

PLAN OF DISTRIBUTION

Special Warrants

This Prospectus qualifies the distribution of 852,500 SW Shares to be issued, without additional payment, upon the exercise or deemed exercise of 852,500 Special Warrants issued on completion of the Special Warrant Private Placement.

No securities are being offered or sold pursuant to this Prospectus. This Prospectus is being filed by the Company with its overseeing regulators. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and no agent or underwriter is involved.

Listing of Common Shares – CSE Listing

The Company has applied to list its Shares on the CSE. Listing of the Shares is subject to the Company fulfilling all of the listing requirements of the CSE, including becoming a reporting issuer.

The Special Warrants will not be listed on the CSE.

IPO Venture Issuer

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

RISK FACTORS

AN INVESTMENT IN SECURITIES OF A NATURAL RESOURCE COMPANY INVOLVES A SIGNIFICANT DEGREE OF RISK. THE DEGREE OF RISK INCREASES SUBSTANTIALLY WHERE THE COMPANY'S PROPERTIES ARE IN THE EXPLORATION AS OPPOSED TO THE DEVELOPMENT STAGE. AS SUCH, AN INVESTMENT IN STRATEGX IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

The following are certain factors relating to the Company's business, which investors should carefully consider before deciding whether to acquire securities of the Company. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information set out elsewhere in this Prospectus. These risks and uncertainties are not the only ones StrategX is facing. Additional risks and uncertainties not presently known to the Company, or that StrategX currently deems immaterial, may also impair operations. If any such risks actually occur, the business, financial condition, liquidity and results of operations could be materially adversely affected.

Risks Specific to the Company's Business

Limited Operating History

The Company has no history of earnings or any established financing sources. There are no known commercial quantities of mineral reserves on the 939 Property or any other properties in which the Company has an interest. To date, the Company has raised private placement funds to carry out exploration and, if thought appropriate, development of the 939 Property or any other properties, with the objective of establishing economic quantities of mineral reserves. However, there is no guarantee that economic quantities of mineral reserves will be discovered on the 939 Property or any other properties in which the Company has an interest in the near future or at all. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain necessary financing to meet its obligations and repay its liabilities. There can be no assurance that the Company will achieve profitability or obtain future financing on terms acceptable to it. If the Company does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Negative Operating Cash Flows

Since commencing its operations, the Company has no history of earnings and has had negative cash flow from operating activities and consequently has incurred losses. The Company may never achieve positive operating cash flow. To the extent the Company has negative operating cash flows in future, it may need to allocate a portion of its existing cash reserves or identify additional sources of financing to fund such negative cash flow. The Company's properties are in the exploration stage and there are no known mineral resources or reserves on any of them. The proposed exploration program on the 939 Property is exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's properties. There is no assurance that any of the

Company’s properties will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to continue as a going concern and meet its future cash commitments. It is possible that any required future financing will not be available or, if available, will not be available on favorable terms.

COVID-19 Pandemic

The Company’s business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the current outbreak of the coronavirus (COVID-19). To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these restrictions are expected to be temporary, and in many locations have started to be lifted, there is no guarantee that they will not be reinstated and consequently the duration of the various disruptions to the Company’s business cannot be reasonably estimated at this time.

The COVID-19 and numerous variants outbreak could persist for a prolonged period. The global COVID-19 pandemic could result in adverse development results due to workforce reductions, supply and/or demand interruptions, travel restrictions and downturn in new equity and debt financings for mining projects. The Company’s employees, contractors and suppliers could be affected by contagious diseases, including COVID-19, that could result in a reduction in the Company’s workforce due to illness or quarantine, critical supply disruptions, transportation and travel restrictions, and other factors beyond the Company’s control. These and other factors could negatively affect the Company’s business in complex ways, which are difficult or impossible to predict. While the Company’s operating activities have not been materially impacted by the COVID-19 pandemic to date, the pandemic may create uncertainty around the timing of exploration activities at any of its properties and available financing opportunities. The Company continues to closely monitor and assess the impact of COVID-19 on its planned exploration activities and available financing opportunities. The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. The extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company’s control. It is possible that COVID-19 may have a material adverse effect on the Company’s business, results of operations and financial condition.

Financing Risks

There is no assurance given by StrategX that it will be able to secure the financing necessary to explore, develop and produce its mineral properties. The Company does not presently have sufficient financial resources or operating cash-flow to undertake by itself all of its planned exploration and development programs. The development of the Company’s properties may therefore depend on its ability to obtain additional required financing. There is no assurance StrategX will be successful in obtaining the required financing on terms acceptable to it, or at all, the lack of which could result in the loss or substantial dilution of its interests in its properties. The Company’s ability to continue as a going concern is dependent on its ability to raise equity capital financings, exploration success, the attainment of profitable operations and the completion of further Share issuances to satisfy working capital and operating needs. StrategX will need to raise further funds to complete the Phase 2 recommended exploration program at the 939 Property, if such program is warranted after completion of the Stage 1 program recommended in the Technical Report, and to make the final purchase payments under the 939 Property Purchase Agreement, failure of which could result in the Company losing the 939 Property. StrategX will also need to raise additional funds to complete exploration programs on its other properties, should it decide to advance such properties in future.

Exploration and Development Risks

There is no assurance given by StrategX that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable deposit or ore body. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration activities will result in any discoveries of bodies of commercial ore. The economics of developing mineral properties are affected by many factors including capital and operating costs, variations of the grades and tonnages of ore mined, fluctuating metal prices, costs of mining 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. Substantial expenditures are required to establish resources or reserves through drilling and other work, to develop metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for exploration and/or development can be obtained on a timely basis. The marketability of any metals or minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for precious and base metals, the proximity and capacity of required processing facilities, mineral markets and required processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection.

Estimates of Mineral Deposits

StrategX provides no assurance that any estimates of mineral deposits or resources will materialize on the 939 Property or any of its other properties. No assurance can be given that any identified mineralization will be developed into a coherent mineralization deposit, or that such deposit will even qualify as a commercially viable and mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralization or mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of any future operations.

Commodity Prices

StrategX provides no assurance that commodity prices will not change.

The price of the Shares and the Company's financial results may be significantly adversely affected by a decline in the price of cobalt and other mineral commodities.

The mining industry is competitive and commodity prices fluctuate so that there is no assurance, even if commercial quantities of a mineral resource are discovered, that a profitable market will exist for the sale of same. Factors beyond the Company's control may affect the marketability of any substances discovered. The prices of precious and base metals fluctuate on a daily basis, have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the Company's control, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates, central bank transactions, world supply for precious and base metals, international investments, monetary systems, and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for precious and base metals are affected by various factors, including political events, economic conditions and production costs in major producing regions, and governmental policies with respect to precious metal holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in StrategX not receiving adequate returns on invested capital or the investments retaining their respective values. There is no assurance that the prices of cobalt and other mineral commodities will be such that the Company's properties can be mined at a profit.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all of its phases. StrategX competes with many companies possessing greater financial resources and technical facilities than it has. The Company does not provide any assurance that it can compete for mineral properties, future financings or technical expertise.

Title Matters

The acquisition of title to resource properties is a very detailed and time-consuming process. No assurances can be given that there are no title defects affecting the Company's properties. The properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. Other parties may dispute the title to a property or the property may be subject to prior unregistered agreements and transfers or land claims by Indigenous people. The title may also be affected by undetected encumbrances or defects or governmental actions. Although StrategX believes it has taken reasonable measures to ensure proper title to the properties in which it has an interest, there is no guarantee that such title will not be challenged or impaired. Further, the 939 Property has not yet been fully paid for and consequently, in the event that StrategX does not fulfill its obligations contemplated under the 939 Property Purchase Agreement, it may lose its interest in the 939 Property.

Aboriginal Land Claims

Many lands in Canada are or could become subject to an aboriginal land claim to title, which could adversely affect the Company's title to its properties. StrategX is required to obtain consent of the aboriginal title holders which may adversely affect its activities. There can be no assurance that satisfactory agreements can be reached.

First Nations rights may be claimed on Canadian Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Company's properties are all located in Canada and consequently may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which its properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, StrategX may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on its properties. There is no assurance that StrategX will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop its properties.

Influence of Third Party Stakeholders

The mineral properties in which StrategX holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, work programs may be delayed even if such claims are without merit. Such claims may result in significant financial loss and loss of opportunity for the Company.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While StrategX seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the jurisdictions in which it owns properties, NGOs or local community organizations could direct adverse publicity and/or disrupt the Company's operations in respect of one or more of its properties due to political factors, activities of unrelated third parties on lands in which it has an interest or its operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the Company's reputation and financial condition or its relationships with the communities in which it operates, which could have a material adverse effect on its business, financial condition, results of operations, cash flows or prospects.

Aboriginal Title

The Company's properties, and other future properties owned or optioned by the Company, may now or in future be the subject of First Nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the Company's properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, any exploration and mining work on the Company's properties will need to be carried out in consultation with applicable Indigenous communities, and there is no assurance that the Company will be able to establish a practical working relationship with the First Nations in the area which would allow it to ultimately develop its properties.

Uninsured Risks

StrategX provides no assurance that it is adequately insured against all risks. StrategX may become subject to liability for rock bursts, cave-ins, fires, flooding, earthquakes, pollution or other hazards against which it cannot insure or against which it has elected not to insure because of high premium costs or other reasons. The payment of such liabilities would reduce the funds available for exploration, development and mining activities.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial, territorial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Company's properties.

Environmental and Safety Regulations and Risks

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

Reclamation

Land reclamation requirements for the Company's properties may be burdensome.

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks, due to changes in the nature of any potential waste rock and/or tailings and/or revisions to government regulations. Therefore additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of the Company's properties to cover potential risks. These additional costs may have a material adverse impact on the financial condition and results of the Company.

Unknown Environmental Risks for Past Activities

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on it.

StrategX does not maintain key-person insurance on the life of any of its personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, StrategX will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms. In addition, the Company's ability to keep on such personnel may be challenged as a result of potential COVID-19/variant outbreaks or quarantines.

Conflicts of Interest

StrategX provides no assurance that its directors and officers will not have conflicts of interest from time to time. The Company's directors and officers may serve as directors or officers of other mineral exploration and development companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which StrategX may participate, the Company's directors and management may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. In accordance with the laws of the Province of British

Columbia, the directors of StrategX are required to act honestly, in good faith and in the best interests of StrategX. In determining whether or not StrategX will participate in any particular exploration or mining project at any given time, the directors will primarily consider the upside potential for the project to be accretive to shareholders, the degree of risk to which the Company may be exposed and its financial position at that time.

Substantial Number of Authorized but Unissued Shares

StrategX has an unlimited number of Shares which may be issued by the Board without further action or approval of Shareholders. While the Board is required to fulfil its fiduciary obligations in connection with the issuance of such Shares, the Shares may be issued in transactions with which not all Shareholders agree, and the issuance of such Shares will cause dilution to the ownership interests of Shareholders.

General Risks Relating to the Company

Forward Looking Information

Certain information set out in this Prospectus includes or is based upon expectations, estimates, projections or other "*forward looking information*" (see "*Cautionary Statement Regarding Forward Looking Information*" above). Such forward looking information includes projections or estimates made by the Company about its future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and reflect management's current judgment regarding the direction of business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested herein.

Reporting Issuer Expenses

As a public company, StrategX will be subject to the reporting requirements and rules and regulations under applicable Canadian securities laws and rules of any stock exchange on which the Company's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on the Company's personnel, systems and resources, which could adversely affect the Company's business and financial condition. Upon becoming a reporting issuer in Canada, StrategX will become subject to reporting and other obligations under applicable Canadian securities laws. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Company to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. These reporting and other obligations will place significant demands on StrategX, as well as on the Company's management, administrative, operational and accounting resources.

Change to Use of Available Funds

StrategX currently intends to use funds available as at the date of this Prospectus as described under "*Use of Available Funds*" above. However, the Board and/or management will have discretion in the actual application of such funds, and may elect to allocate funds differently from that described under "*Use of Available Funds*" if they believe it would be in the Company's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the Company's funds. The failure by the Board and/or management to apply these funds effectively could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Litigation Risk

StrategX is not currently engaged in any litigation, nor is it aware of any pending claims. However, all industries are subject to legal claims, with and without merit. Therefore, StrategX may become engaged in litigation in future. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that should the Company become engaged in litigation in the future, that the resolution of any particular legal proceeding will not have a material effect on the Company's operations and financial position.

Risks Related to the Shares

Limited Market for the Shares

As at the date of this Prospectus, no public market exists for the Shares. If and when the Shares are listed on the CSE, there can be no assurances that an active and liquid market for the Shares will develop or be maintained. If an active public market does not develop or is not maintained, the trading price of the Shares may decline below the price originally paid by the Shareholder and the liquidity of the Shares may be limited.

In recent years, financial markets have experienced significant price and volume fluctuations that have particularly affected the securities markets, 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 assurances that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends generally, notwithstanding any potential success of the Company. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Shares may be adversely affected.

Dividends

StrategX has not paid dividends in the past. StrategX anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any dividends in the future will be at the discretion of the Board after taking into account many factors, including the Company's earnings, operating results, financial condition and current and anticipated cash needs.

Tax Issues

Income tax consequences in relation to the Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Shares of the Company.

Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in StrategX. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of StrategX and the value of its securities.

PROMOTERS

Darren Bahrey may be considered to be the "*promoter*" of StrategX, as that term is defined in the *Securities Act* (British Columbia), having taken the initiative in founding and organizing the Company.

As at the date of this Prospectus, Mr. Bahrey beneficially owns, or controls or directs, directly and indirectly, 3,400,001 Shares representing 13.7% of the Company's issued Shares after exercise or deemed exercise of the Special Warrants. He also holds 1,000,000 common share purchase warrants. Mr. Bahrey is the President and CEO of StrategX and is compensated for providing these services to the Company. (See "*Principal Securityholders*", "*Directors and Executive Officers*" and "*Executive Compensation*".)

No person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;

2. sold or otherwise transferred any asset to the Company within the last 2 years;

3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;

4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;

5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or 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 or receiver manager or trustee appointed to hold its assets;

6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person;

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

8. has 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; or

9. has within the past 10 years 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 or receiver manager or trustee appointed to hold its assets.

The Company does not have any written or verbal contracts or any other arrangement in effect with any person to provide promotional or investor relations services.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

There are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of StrategX are any such legal proceedings contemplated.

Regulatory Actions

There have not been any penalties or sanctions imposed against StrategX by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and StrategX has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority, as of the date of this Prospectus or since its incorporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Prospectus, no director, executive officer or principal Shareholder of the Company, or associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction prior to the date hereof that has materially affected or which is reasonably expected to materially affect StrategX.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Company is Crowe MacKay LLP, Chartered Professional Accountants, of 1100 – 1177 West Hastings Street, Vancouver, British Columbia V6E 4T5.

Transfer Agent and Registrar

The registrar and transfer agent of the Shares is Olympia Trust Company, at its Vancouver office located at Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the Company has entered into during the prior two years, are the following:

1. Registrar and Transfer Agent Agreement dated September 15, 2021, between StrategX and the Transfer Agent;

2. Escrow Agreement dated December 17, 2021, among StrategX, the Transfer Agent and certain shareholders of the Company (see "*Escrowed Securities*"); and

3. 939 Property Agreement dated January 11, 2021, as amended October 8, 2021, among HEG and the Company (see "*Description of the Business – Property Acquisitions – 939 Property*").

Copies of the above material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the Receipt.

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:

- The Technical Report was prepared by Dean Besserer, P.Geol. Mr. Besserer has no interest in the Company, the Company's securities or the 939 Property.

- Crowe MacKay LLP, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the code of professional conduct of the Chartered Professional Accountants of British Columbia.

Interest 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 Company 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 pursuant to the Special Warrants Private Placement 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 Shares to be distributed.

RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario 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 British Columbia, Alberta and Ontario, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's Province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the fiscal years ended December 31, 2020 and December 31, 2019, are attached to this Prospectus as Appendix "A" and form a material part hereof.

APPENDIX “A” – FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

(i) Audited consolidated annual financial statements of the Company for the financial years ended December 31, 2020 and 2019

(ii) Unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2021 and 2020

STRATEGX ELEMENTS CORP.

CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended

December 31, 2020 and 2019

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Independent Auditor's Report

To the Board of Directors of StrategX Elements Corp.

Opinion

We have audited the consolidated financial statements of StrategX Elements Corp. ("the Group"), which comprise the consolidated statements of financial position as at December 31, 2020 and December 31, 2019 and the consolidated statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2020 and December 31, 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended 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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated 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 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group'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:

- Management's Discussion and Analysis

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

In connection with our audit of the consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

"*Crowe MacKay LLP*"

Chartered Professional Accountants
Vancouver, Canada
December 17, 2021

STRATEGX ELEMENTS CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
AS AT December 31,

	Notes	2020	2019
ASSETS			
Current			
Cash		$ 95,317	$ 85,671
Receivables		-	6,191
Prepaid expenses		4,761	-
Total current assets		100,078	91,862
Due from related party	8	126,737	115,103
Long-term deposits	4	62,280	42,583
Exploration and evaluation assets	5, 8	861,450	806,640
Total assets		$ 1,150,545	$ 1,056,188
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities		$ 35,770	$ 30,455
Due to related parties	8	27,495	171,242
Loans	6, 8	50,000	50,000
Total current liabilities		113,265	251,697
Long term loans	6	24,793	-
Total liabilities		138,058	251,697
Shareholders' equity			
Share capital	7	1,187,035	909,085
Accumulated deficit		(174,548)	(104,594)
Total shareholders' equity		1,012,487	804,491
Total liabilities and shareholders' equity		$ 1,150,545	$ 1,056,188

Nature of operations (Note 1)
Going concern (Note 2)
Events subsequent to the reporting period (Note 13)

On behalf of the Board:

"Darren Bahrey" Director *"Ryan McEachern"* Director

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

STRATEGX ELEMENTS CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
FOR THE YEARS ENDED December 31,

	Notes	2020	2019
EXPENSES			
Accretion and interest	6, 8	$ 6,536	$ 8,890
Foreign exchange loss		3,472	5,222
Legal		3,858	11,494
Office and miscellaneous		40,400	26,034
Project investigation		5,236	-
Rent	8	27,195	18,284
Loss before other item		(86,697)	(69,924)
Other item			
Government grant – CEBA loan	6	16,743	-
Loss and comprehensive loss for the year		(69,954)	(69,924)
Basic and diluted loss per common share		$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding - Basic and diluted		13,559,642	11,033,745

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

STRATEGX ELEMENTS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
FOR THE YEARS ENDED December 31,

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	$ (69,954)	$ (69,924)
Items not involving cash:		
Accretion and interest	1,536	-
Government grant – CEBA loan	(16,743)	-
Foreign exchange loss	3,472	5,222
Changes in non-cash working capital items:		
Receivables	6,191	2,107
Accounts payable and accrued liabilities	11,036	(1,340)
Prepaid expenses	(4,761)	-
Due to related parties	52,018	92,260
Net cash provided by (used in) operating activities	(17,205)	28,325
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	67,950	575,250
Share issuance costs	-	(6,165)
Proceeds from CEBA loan	40,000	-
Repayment of loan and interest	-	(100,000)
Net cash provided by financing activities	107,950	469,085
CASH FLOWS FROM INVESTING ACTIVITIES		
Due from related party	(11,634)	(75,418)
Long-term deposits	(19,697)	-
Government grants	138,000	204,000
Exploration and evaluation expenditures	(184,296)	(542,737)
Net cash used in investing activities	(77,627)	(414,155)
Change in cash during the year	13,118	83,255
Effect of foreign exchange	(3,472)	(5,222)
Cash, beginning of year	85,671	7,638
Cash, end of year	$ 95,317	$ 85,671
Interest paid	$ -	$ 7,685

Supplemental disclosures with respect to cash flows (Note 11)

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

STRATEGX ELEMENTS CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Share Capital				
	Number	Amount	Share subscription receivable	Accumulated deficit	Total
Balance, December 31, 2018	7,900,001	$ 332,500	$ 7,500	$ (34,670)	$ 305,330
Private placement	5,551,666	582,750	(7,500)	-	575,250
Share issuance costs	-	(6,165)	-	-	(6,165)
Net loss for the year	-	-	-	(69,924)	(69,924)
Balance, December 31, 2019	13,451,667	909,085	-	(104,594)	804,491
Private placement	453,000	67,950	-	-	67,950
Debt settlement	1,400,000	210,000	-	-	210,000
Net loss for the year	-	-	-	(69,954)	(69,954)
Balance, December 31, 2020	15,304,667	$ 1,187,035	$ -	$ (174,548)	$ 1,012,487

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

1. NATURE OF OPERATIONS

StrategX Elements Corp. ("StrategX" or the "Company") was incorporated on June 28, 2018 under the laws of British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is in the exploration stage and substantially all the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven exploration and evaluation assets contain economically recoverable mineral resources.

The Company's head office is located at 514 – 55 Water Street, Vancouver, British Columbia, Canada.

2. BASIS OF PRESENTATION

Statement of compliance
These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and International Financing Reporting Interpretations Committee ("IFRIC"). These financial statements were approved and authorized for issue by the Board of Directors on December 17, 2021.

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

Basis of consolidation
These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, StrategX Diamonds Corp. that was incorporated on April 15, 2019 in the province of British Columbia. The Company consolidates these subsidiaries on the basis that it controls these subsidiaries. Control is defined as the exposure, or rights, to variable returns from involvement with an investee and the ability to affect those returns through power over the investee. All intercompany transactions and balances have been eliminated on consolidation.

StrategX Diamonds Corp. is inactive and has no activities since incorporation.

Functional and presentation currency
The Company and its wholly owned subsidiary's reporting and functional currency is the Canadian dollar. Monetary assets and liabilities of the Company are translated into Canadian dollars at the exchange rate in effect on the consolidated statements of financial position date, while non-monetary assets and liabilities are translated at historical rates. Expenses are translated at the average rates over the reporting period. Gains and losses from these translations are included in profit or loss.

Going concern
The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of its resource properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively, upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. Such adjustments could be material.

2. BASIS OF PRESENTATION (cont'd….)

Going concern *(cont'd…)*

These consolidated financial statements have been prepared in accordance with IFRS on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. As at December 31, 2020, the Company has an accumulated deficit of $174,548 (2019 - $104,594) and has a working capital deficiency of $13,187 (2019 – deficiency of $159,835) and has incurred significant losses. These circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The recovery of amounts capitalized for exploration and evaluation assets at December 31, 2020 and 2019 in the consolidated statements of financial position is dependent upon the ability of the Company to arrange appropriate financing to complete the development and continued exploration of the properties. The Company plans to raise funds primarily through the issuance of shares or obtain profitable operations. The outcome of these matters cannot be predicted at this time.

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak has caused staff shortages, reduced consumer demand, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments. There may be potential difficulties in accessing the Company's exploration and evaluation projects.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash

Cash includes cash held at major financial institutions and highly liquid guaranteed investment certificates that are readily available to the Company on demand or with maturity dates of three months or less.

Exploration and evaluation assets ("E&E" assets)

Pre-exploration costs are expensed in the period in which they are incurred. Once the legal right to explore a property has been acquired, the Company capitalizes costs related to the acquisition and exploration of E&E assets. These costs include purchase cost, mineral lease, staking costs, filing fees, drilling, assaying, geological, geophysical, technical studies and any other exploratory activities. E&E assets for which commercially viable reserves have been identified are reclassified to development assets. They are tested for impairment immediately prior to reclassification out of E&E assets. When an unproven mineral interest is abandoned, all related expenditures are written off to operations for the period.

Impairment of non-current assets

Exploration and evaluation assets are assessed for impairment when events or circumstances indicate that the carrying amounts of the assets may not be recoverable. An impairment loss is recognized for any amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use.

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Value in use is determined as the present value of the estimated future pre-tax cash flows expected to arise from the continued use of the asset in its present form and from its ultimate disposal. The Company reviews impairment on non-financial assets for possible reversal when events or circumstances warrant such consideration.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Government grants

Government grants are recognized when there is reasonable assurance that (a) the Company will comply with the conditions attaching to them; and (b) the grant will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes the related costs for which the grants are intended to compensate.

Government grants in relation to the mineral exploration activities are recorded as a deduction of the carrying amount of the exploration and evaluation assets.

A forgivable loan is treated as a government grant when there is reasonable assurance that the Company will meet the terms for forgiveness of the loan. The benefit of a government loan at a below-market rate of interest is treated as a government grant.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the production assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is amortized on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

Share-based payments

The Company uses the fair value method of accounting for share-based payments on stock option grants. Under this method, the cost of stock options is recorded based on the estimated fair value at the grant date, including an estimate of the forfeiture rate, and charged either to operations or capitalized to exploration and evaluation asset costs over the vesting period. The fair value is calculated using the Black-Scholes option pricing model.

Share-based payment transactions for employees and others providing similar services is determined based on the grant date fair value. Share-based payment for non-employees is determined based on the fair value of the goods or services received or option granted measured at the date on which the Company obtains such goods or services.

Each tranche in an option award is considered a separate award with its own vesting period. Share-based payment expense is recognized over each tranche's vesting period, in earnings or capitalized as appropriate, based on the number of awards expected to vest. Where awards are forfeited, the expense previously recognized is proportionately reversed in the period the forfeiture occurs. If stock options are ultimately exercised, the applicable amounts of reserves are transferred to share capital.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Lease

Under IFRS 16, the Company recognizes right of use assets and lease liabilities for all leases except where the Company has elected to use the practical expedient to not recognize right-of-use assets and lease liabilities for low-value assets or short-term leases under 1 year that are not expected to renew. As of December 31, 2020 and 2019, the Company only had a short-term lease relating to office space where no right-of-use assets or lease liabilities were recognized.

Share purchase warrants

The fair value of warrants issued by the Company as a component of equity financing, their intrinsic fair value is bifurcated from the fair value of other securities issued, and is recorded as a component of equity reserves. When the warrants are granted as compensation for the receipt of goods or services, their fair value is determined using the Black-Scholes option pricing model, which is recorded either as an expense or is capitalized to share capital or assets, on the same basis as equivalent cash payments.

When share purchase warrants are exercised, the cash proceeds and any amount previously recorded in equity reserves are recorded as share capital.

Loss per share

The Company computes the dilutive effect of options, warrants and similar instruments on loss per common share from the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the years presented, this calculation proved to be anti-dilutive. Basic loss per share is calculated using the weighted average number of common shares outstanding during the year.

Income taxes

Income taxes comprise current and deferred tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year using enacted tax rates at the reporting date. Deferred tax is calculated using the liability method on temporary differences between the carrying values of assets and liabilities and their respective income tax bases, except for temporary differences in assets and liabilities arising in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, transactions relating to investments in jointly controlled entities to the extent that they will not reverse in the foreseeable future, and transactions arising on the initial recognition of goodwill.

Deferred tax assets and liabilities are measured at the enacted tax rates that are expected to apply when the assets are recovered and the liabilities settled. Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences to the extent that future taxable income will be available against which they can be used.

Financial instruments

The Company recognizes a financial asset or a financial liability in its statements of financial position when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)
Financial instruments (*cont'd…*)

Financial assets
The Company will classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, based on its business model for managing the financial asset and the financial asset's contractual cash flow characteristics. The three categories are defined as follows:

a) Amortized cost - a financial asset is measured at amortized cost if both of the following conditions are met:
- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Fair value through other comprehensive income - financial assets are classified and measured at fair value through other comprehensive income if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

c) Fair value through profit or loss ("FVTPL") - any financial assets that are not held in one of the two business models mentioned are measured at FVTPL.

When, and only when, the Company changes its business model for managing financial assets it must reclassify all affected financial assets.

The Company's financial assets are comprised of cash which is classified as fair value through profit or loss, receivables which are measured at amortized cost, and due from related parties and long term deposits, which are measured at amortized cost.

Financial liabilities
The Company's liabilities include accounts payable and accrued liabilities, due to related parties and loans and long term loans which are all measured at amortized cost. After initial recognition, an entity cannot reclassify any financial liability.

Impairment
The Company assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Management judgments and estimates

The preparation of these consolidated financial statements in accordance with IFRS requires management's use of estimates, assumptions and judgment that impact the Company's reported financial results. These estimates are based on past experiences and expectations of future events. Uncertainty on these judgments could result in material differences of the carrying amounts in the Company's financial position.

The key judgments and estimates that affect the consolidated financial statements are:

Impairment of exploration and evaluation assets (E&E assets)
The Company carries out an impairment assessment on its E&E assets when circumstances indicate their carrying values may exceed their recoverable amounts. The process of determining the impairment involves significant judgment and estimation on the recoverability of the E&E assets as it relies on both an interpretation of geological and technical data as well as market conditions including commodity prices, investor sentiment and global financing. As new information comes up, the recoverable amounts of the assets and the impairment loss may differ from these judgments and estimates.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New, amended and future accounting pronouncements

Accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. LONG-TERM DEPOSITS

During the year ended December 31, 2020, the Company made a net deposit of $19,697 (2019 - $Nil; 2018 - $42,583) to the Government of Northwest Territories in regards to prospecting permit application. As of December 31, 2020, the Company has total deposits of $62,280 (2019 - $42,583) which are refundable after the completion of the permitting process.

5. EXPLORATION AND EVALUATION ASSETS

	Project 939 (Northwest Territories)	*EA South (Northwest Territories)*	*Total*
Balance, December 31, 2018	$ 229,247	$ 213,955	$ 443,202
Acquisition	25,000	25,000	50,000
Exploration			
Assay	13,325	-	13,325
Data	10,573	-	10,573
Geology	137,780	11,828	149,608
Consulting (Note 8)	181,862	57,660	239,522
Field	30,894	18,520	49,414
Travel	14,018	40,978	54,996
Government grants	(85,000)	(119,000)	(204,000)
Balance, December 31, 2019	557,699	248,941	806,640
Acquisition	-	-	-
Exploration			
Assay	1,294	-	1,294
Data	5,097	5,097	10,194
Geology	20,107	6,607	26,714
Consulting (Note 8)	60,210	60,210	120,420
Field	11,720	11,720	23,440
Travel	5,374	5,374	10,748
Government grants	(117,000)	(21,000)	(138,000)
Balance, December 31, 2020	$ 544,501	$ 316,949	$ 861,450

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Project 939 and EA South, Northwest Territories, Canada

On September 24, 2018, the Company entered into a Letter of Agreement (the "Agreement") with Hunter Exploration Group. Pursuant to the terms of the Agreement, the Company will acquire 100% of interest in the Project 939 and EA South Project located in the Northwest Territory, Canada. The Agreement was replaced by a Property Purchase Agreement dated January 11, 2021. According to the Property Purchase Agreement, the Company will have the following obligations:

Cash payments

$100,000	On or before July 3, 2018 (paid)
$100,000	On or before August 17, 2018 (paid)
$50,000	On or before July 1, 2019 (paid)
$50,000	On or before July 1, 2020 (extended to July 1, 2021, paid on June 28, 2021)
$50,000	On or before July 1, 2021 (extended to July 1, 2022)
$350,000	

Work Commitment

$300,000	By December 31, 2018
$700,000	By December 31, 2019
$1,000,000	By December 31, 2020
$2,000,000	By December 31, 2021
$4,000,000	(Subsequently revised to complete the total amount by December 31, 2023)

As of December 31, 2020, the Company has incurred accumulatively $953,450 of exploration and evaluation expenditure.

Share payments

Issue 1,500,000 share units within 10 days of completing the $4,000,000 work commitment (subsequently revised to issue the shares no later than January 10, 2024). Each share unit will be comprised of one common share of the Company and one share purchase warrant. Each warrant will be exercisable into one common share of the Company at a price of $0.50 per share for a period of five years from the date of issuance.

Annual Advanced Royalty Payment ("AARP")

Commencing July 1, 2023, a $100,000 AARP to be paid on or before July 1 and that of each subsequent year until the commencement of commercial production.

Royalties

The Project is subject to 2% Net Smelter Royalty and a 2% Gross Overriding Royalty on diamonds.

Government grant

During the year ended December 31, 2020, the Company received government grants of $138,000 (2019 - $204,000) from the Government of the Northwest Territories (the "GNWT"). The GNWT's contribution is towards mineral expenditure incurred by the Company on the Project 939 and EA South.

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Title to resource properties

Although the Company has taken steps to verify the title to exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Realization of assets

The investment in and expenditures on exploration properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims are permitted to lapse.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the property may be diminished or negated.

6. LOANS

Loans from CEO

On July 3, 2018, the Company entered into a loan agreement with Darren Bahrey, the CEO. The loan principal amount is $50,000. The loan bears an interest at 10% per annum and has no fixed term of repayment. On April 30, 2019, the Company repaid the loan principal of $50,000 and interest of $3,753.

On August 31, 2018, the Company entered into a loan agreement with Darren Bahrey, the CEO. The loan principal amount is $100,000. The loan bears an interest at 10% per annum and has no fixed term of repayment. On June 13, 2019, the Company repaid the loan principal of $50,000 and interest of $3,932. As of December 31, 2020, the Company has a loan principal balance of $50,000 (2019 - $50,000), and accrued interest of $12,082 (2019 - $7,082) in due to related parties.

On March 15, 2021, the Company repaid the remaining $50,000 principal to the CEO.

Canada Emergency Business Account ("CEBA") loan

On April 30, 2020, the Company received $40,000 of CEBA loan from Bank of Montreal. The loan is interest free, and $10,000 of the loan is eligible for loan forgiveness if $30,000 has been fully repaid on or before December 31, 2022. It also has no principal repayments during this period.

The loan was recorded at a fair value of $23,257 using an effective rate of 10%, considering the grant, the interest-free loan and the forgivable portion. The residual value of $16,743 is recorded as other income. As of December 31, 2020, interest of $1,536 was recognized in the consolidated statements of loss and comprehensive loss and a balance of $24,793 is recorded as a long-term loan.

7. SHARE CAPITAL

Authorized - unlimited number of common shares without par value.

Share issuance

At December 31, 2020, the Company had 15,304,667 (2019 – 13,451,667) common shares issued and outstanding.

During the year ended December 31, 2020:

i) the Company issued 453,000 shares at $0.15 per share for total proceeds of $67,950.

ii) the Company issued 1,400,000 shares at $0.15 to settle amounts payable to the CEO of $210,000.

During the year ended December 31, 2019:

i) the Company issued 600,000 shares at $0.075, 4,100,000 shares at $0.10, and 851,666 shares at $0.15 per share for total proceeds of $582,750. The Company paid $6,165 of cash finder's fees.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (cont'd…)

Warrants

There were no warrant transactions during the years ended December 31, 2020 or 2019.

As at December 31, 2020, the following warrants are outstanding:

Number of Warrants	Exercise Price	Expiry Date
4,000,000	$ 0.10	2 years from completion of liquidity event*

*Liquidity event means a merger, sale of the Company, or an initial public offering, or such other similar events as shall be determined by the Board of Directors in its sole discretion.

8. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the year ended December 31, 2020:

a) During the year ended December 31, 2020, the Company paid or accrued consulting fees of $67,920 (2019 - $91,220) in the exploration and evaluation assets and $27,195 (2019 - $18,284) in rent to a company controlled by the CEO. As of December 31, 2020, the Company had $9,235 (2019 - $Nil) payable to the company controlled by the CEO.

b) During the year ended December 31, 2020, the Company paid or accrued consulting fees of $52,500 (2019 - $100,000) to Adam Vary, a former director of the Company. As of December 31, 2020, the Company had $5,000 (2019 - $Nil) payable to the former director.

c) During the year ended December 31, 2020, the Company issued 1,400,000 shares (2019 – Nil) to the CEO to settle $210,000 (2019 - $Nil) of amounts payable to him. As of December 31, 2020, the Company had $1,178 (2019 - $164,160) payable to the CEO in due to related parties, which are resulted from expenses of the Company paid by the CEO.

d) During the year ended December 31, 2020, the Company accrued interest of $5,000 (2019 - $8,890) to the CEO of the Company and paid $Nil (2019 - $7,685). As of December 31, 2020, the Company has a loan payable to the CEO of $50,000 (2019 - $50,000) and accrued interest of $12,082 (2019 - $7,082) in due to related parties.

Due to related parties do not bear interest, are unsecured and repayable on demand.

Due from related party

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, unsecured and repayable by July 31, 2025.

During the year ended December 31, 2020, the Company advanced $11,634 (2019 - $75,418) under the LOC. As of December 31, 2020, the accumulated advance is $126,737 (US$99,543) (2019 - $115,103 (US$88,623)).

(Expressed in Canadian dollars)

9. FAIR VALUE MEASUREMENT AND RISK MANAGEMENT

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial instruments measured at fair value by level within the fair value hierarchy:

December 31, 2020	**Level 1**	**Level 2**	**Level 3**
Financial assets at FVTPL			
Cash	$ 95,317	$ -	$ -

December 31, 2019	**Level 1**	**Level 2**	**Level 3**
Financial assets at FVTPL			
Cash	$ 85,671	$ -	$ -

Financial risk management

The Company's objective in risk management is to maintain its ability to continue as a going concern. It is exposed to the following risks:

Liquidity risk

Liquidity risk is the risk that the Company might not be able to meet its obligations and commitments as they come due. As at December 31, 2020, the Company had cash of $95,317 (2019 - $85,671) and a working capital deficiency of $13,187 (2019 – deficiency of $159,835). Subsequent to the year ended December 31, 2020, the Company closed a non-brokered private placement by issuing 6,816,096 shares at $0.15 per share for total proceeds of $1,022,414 in March and April 2021. The Company has sufficient funds to cover its short-term liabilities.

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash, receivables, and due from related party on its consolidated statements of financial position.

9. FAIR VALUE MEASUREMENT AND RISK MANAGEMENT (cont'd…)

Market risk

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

i. Interest rate risk
Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company's exposure to interest rate risk is insignificant.

ii. Foreign currency risk
Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has a due from related party balance which is denominated in U.S. Dollars. A 10% fluctuation in exchange rates between Canadian and U.S. Dollars would result in a $13,000 change in due from related party and foreign exchange loss. The Company does not use any techniques to mitigate foreign currency risk.

iii. Equity price risk
Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

10. CAPITAL MANAGEMENT

The Company's capital management objective is to ensure its ability to continue as a going concern to meet its operational obligations and to maintain capital access to fund its mineral exploration activities in Northwest Territory, Canada.

The capital that the Company manages is the total of liabilities and equity on the consolidated statements of financial position. The Company may modify the capital structure to meet its funding needs by issuing new equity shares and/or debt instruments, disposing assets or bringing in joint venture partners. To facilitate the management of its capital, the Company prepares annual budgets approved by the Board of Directors. The budget is reviewed and updated periodically to account for changes in the expenditures and economic conditions. The Company is not subject to any externally imposed capital requirements.

11. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

During the year ended December 31, 2020, the Company

a) has $14,235 of exploration and evaluation assets recorded in due to related parties, and $24,734 in accounts payable and accrued liabilities as of December 31, 2020.

b) 1,400,000 of shares were issued to settle amounts payable of $210,000 to the CEO.

During the year ended December 31, 2019, the Company

a) has $Nil of exploration and evaluation assets recorded in due to related parties, and $30,455 in accounts payable and accrued liabilities as of December 31, 2019.

(Expressed in Canadian dollars)

12. INCOME TAXES

A reconciliation of income taxes at statutory rates (2020 – 27%; 2019 – 27%) with the reported taxes is as follows:

	Year ended December 31, 2020	Year ended December 31, 2019
Loss for the year	$ (69,954)	$ (69,924)
Expected income tax (recovery)	$ (18,888)	$ (18,879)
Change in unrecognized deductible temporary differences	18,888	18,879
Total income tax expenses (recovery)	**$ -**	**$ -**

Details of deferred tax assets are as follows:

	December 31, 2020	December 31, 2019
Long term loans	$ (1,000)	$ -
Share issue costs	1,000	1,000
Non-capital losses available for future periods	49,000	29,000
	49,000	30,000
Unrecognized tax benefits	(49,000)	(30,000)
Net deferred tax assets	**$ -**	**$ -**

As of December 31, 2020, the Company has non-capital losses for Canadian Income tax purposes of approximately $182,224 (2019 - $105,827) which can be carried forward to reduce taxable income in future years. These tax losses expire at various times between years 2038 and 2040. The Company did not recognize deferred income tax assets because the Company has a history of losses and it is not probable that taxable profit will be available against which the deductible temporary difference can be utilized.

13. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

Private placement

In 2021, the Company issued 6,816,096 shares at $0.15 per share and 80,000 shares at $0.25 per share for total proceeds of $1,042,415. The Company paid $14,400 of cash finder's fees.

Special warrants

In July and September 2021, the Company closed a non-brokered private placement by issuing 1,852,500 special warrants at $0.25 per share for total proceeds of $463,125. Each special warrant will be automatically exchanged into one common share of the Company with no additional cost, on the date that is the earlier of: (a) the third (3rd) day after the date on which a receipt for a final prospectus to qualify for distribution the Shares is received by the Company from the British Columbia Securities Commission, and (b) four (4) months and a day from the closing of the private placement (1,000,000 on November 17, 2021 and 852,500 on January 25, 2022). The Company paid $15,000 of cash finder's fees.
On November 17, 2021, 1,000,000 special warrants were converted into 1,000,000 common shares of the Company.

13. EVENTS SUBSEQUENT TO THE REPORTING PERIOD *(cont'd…)*

Stock option plan

On March 31, 2021, the Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees and consultants. The term of the option grants is up to ten years and the vesting schedule, if any, will be determined by the Board of Directors. The maximum number of common shares reserved for issue shall not exceed 15% of the total number of common shares issued and outstanding as at the grant date.

Warrants

In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event (Note 7).

Share escrow

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* of the Canadian Securities Administrators, certain principals of the Company intend to enter into escrow agreements with the Company and its transfer agent. Pursuant to the escrow agreements, 3,920,001 shares and 1,650,000 warrants will be escrowed for a period of 36 months. During the escrowed period, the securityholders are not permitted to sell, transfer, assign, mortgage, or enter into a derivative transaction in regards with the escrowed securities. The escrowed securities will be released by 10% on the date the Company's shares are listed for trading on CSE, and then 15% every six months thereafter.

Exercise of warrants

On October 31, 2021, the Company issued 800,000 shares pursuant to the exercise of 800,000 warrants at $0.10 per share for total proceeds of $80,000.

STRATEGX ELEMENTS CORP.

Interim Condensed Consolidated Financial Statements

For the nine months ended September 30, 2021

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

MANAGEMENT'S RESPONBILITY FOR FINANCIAL REPORTING

The interim condensed consolidated financial statements and all information in the quarterly report are the responsibility of the Board of Directors and management. These unaudited interim condensed consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") and are in accordance with IAS 34 – Interim Financial Reporting. Management maintains the necessary systems of internal controls, policies and procedures to provide assurance that assets are safeguarded and that the financial records are reliable and form a proper basis for the preparation of financial statements.

The Board of Directors ensures that management fulfils its responsibilities for financial reporting and internal control through an Audit Committee. This committee, which reports to the Board of Directors, meets with the independent auditors and reviews the financial statements.

The interim condensed consolidated interim financial statements for the nine months ended September 30, 2021 are unaudited and prepared by Management.

STRATEGX ELEMENTS CORP.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
AS AT,

	Notes	September 30, 2021 (Unaudited)	December 31, 2020 (Audited)
ASSETS			
Current			
Cash		$ 951,456	$ 95,317
Receivables		3,797	-
Prepaid expenses		2,896	4,761
Total current assets		958,149	100,078
Due from related party	8	126,737	126,737
Long-term deposits	4	67,532	62,280
Exploration and evaluation assets	5, 8	1,247,472	861,450
Total assets		$ 2,399,890	$ 1,150,545
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities		$ 112,824	$ 35,770
Due to related parties	8	50,400	27,495
Loans	6, 8	-	50,000
Total current liabilities		163,224	113,265
Long term loans	6	26,625	24,793
Total liabilities		189,849	138,058
Shareholders' equity			
Share capital	7	2,215,050	1,187,035
Warrant reserve	7, 8	120,519	-
Special warrants	7	448,125	-
Accumulated deficit		(573,653)	(174,548)
Total shareholders’ equity		2,210,041	1,012,487
Total liabilities and shareholders’ equity		$ 2,399,890	$ 1,150,545

Nature of operations (Note 1)
Going concern (Note 2)
Events subsequent to the reporting period (Note 12)

On behalf of the Board:

“Darren Bahrey” Director *“Ryan McEachern”* Director

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

STRATEGX ELEMENTS CORP.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(Unaudited)

	Notes	Nine months ended September 30, 2021	Nine months ended September 30, 2020
EXPENSES			
Accretion and interest	6, 8	$ 4,621	$ 5,570
Accounting and auditing		27,000	-
Consulting		-	3,750
Legal		62,229	-
Management fee	8	98,250	-
Office and miscellaneous		24,287	31,820
Rent	8	17,147	18,363
Registration and filing fees		21,914	-
Salary and benefit		23,138	-
Share-based compensation	7, 8	120,519	-
Loss before other item		(399,105)	(59,503)
Other item			
Government grant – CEBA loan	6	-	16,743
Loss and comprehensive loss for the period		$ (399,105)	$ (42,760)
Basic and diluted loss per common share		$ (0.02)	$ (0.00)
Weighted average number of common shares outstanding - Basic and diluted		19,887,133	13,451,667

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

STRATEGX ELEMENTS CORP.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(Unaudited)

	Nine months ended September 30, 2021	Nine months ended September 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (399,105)	$ (42,760)
Items not involving cash:		
Accretion and interest	1,832	948
Government grant – CEBA loan	-	(16,743)
Share-based compensation	120,519	-
Changes in non-cash working capital items:		
Receivables	(3,797)	1,839
Accounts payable and accrued liabilities	101,788	-
Prepaid expenses	1,865	(4,761)
Due to related parties	23,752	45,377
Net cash provided by (used in) operating activities	(153,146)	(16,100)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	1,042,415	-
Share issuance costs	(29,400)	-
Special warrants issued for cash	463,125	-
Special warrant subscription received in advance	-	35,750
Proceeds from CEBA loan	-	40,000
Repayment of loan principal	(50,000)	-
Net cash provided by financing activities	1,426,140	75,750
CASH FLOWS FROM INVESTING ACTIVITIES		
Due from related party	-	(14,118)
Long-term deposits	(5,252)	(19,697)
Government grants	51,000	138,000
Exploration and evaluation expenditures	(462,603)	(150,655)
Net cash used in investing activities	(416,855)	(46,470)
Change in cash during the period	856,1391	13,180
Cash, beginning of period	95,317	85,671
Cash, end of period	$ 951,456	$ 98,851
Interest paid	$ 13,096	$ -

Supplemental disclosures with respect to cash flows (Note 11)

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

STRATEGX ELEMENTS CORP.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)
(Unaudited)

	Share Capital		Special Warrants					
	Number	Amount	Number	Amount	Warrant reserve	Subscription received in advance	Accumulated deficit	Total
Balance, December 31, 2019	13,451,667	$ 909,085	-	$ -	$ -	$ -	$ (104,594)	$ 804,491
Private placement	-	-	-	-	-	35,750	-	35,750
Net loss for the period	-	-	-	-	-	-	(42,760)	(42,760)
Balance, September 30, 2020	13,451,667	909,085	-	-	-	35,750	(147,354)	797,481
Private placement	453,000	67,950	-	-	-	(35,750)	-	32,200
Debt settlement	1,400,000	210,000	-	-	-	-	-	210,000
Net loss for the period	-	-	-	-	-	-	(27,194)	(27,194)
Balance, December 31, 2020	15,304,667	1,187,035	-	-	-	-	(174,548)	1,012,487
Private placement (net of issuance costs)	6,896,096	1,028,015	-	-	-	-	-	1,028,015
Special warrants (net of issuance costs)	-	-	1,852,500	448,125	-	-	-	448,125
Share-based compensation	-	-	-	-	120,519	-	-	120,519
Net loss for the period	-	-	-	-	-	-	(399,105)	(399,105)
Balance, September 30, 2021	22,200,763	$ 2,215,050	1,852,500	$ 448,125	$ 120,519	$ -	$ (573,653)	$ 2,210,041

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

1. NATURE OF OPERATIONS

StrategX Elements Corp. ("StrategX" or the "Company") was incorporated on June 28, 2018 under the laws of British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is in the exploration stage and substantially all the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven exploration and evaluation assets contain economically recoverable mineral resources.

The Company's head office is located at 514 – 55 Water Street, Vancouver, British Columbia, Canada.

2. BASIS OF PRESENTATION

Statement of compliance

These unaudited interim condensed consolidated financial statements, including comparatives that are unaudited, have been prepared in accordance with IAS 34 ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These interim condensed consolidated financial statements have been prepared using accounting policies consistent with those used in the Company's audited annual consolidated financial statements for the year ended December 31, 2020 except for income tax expense which is recognized and disclosed for the full financial year in the audited consolidated financial statements.

These interim condensed consolidated financial statements were authorized by the Board of Directors on December 17, 2021

Basis of presentation

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

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, StrategX Diamonds Corp, from its incorporation on April 15, 2019 in the province of British Columbia to its dissolution on July 30, 2021. StrategX Diamonds Corp. is inactive and has no activities since incorporation.

The Company consolidates these subsidiaries on the basis that it controls these subsidiaries. Control is defined as the exposure, or rights, to variable returns from involvement with an investee and the ability to affect those returns through power over the investee. All intercompany transactions and balances have been eliminated on consolidation.

Functional and presentation currency

The Company and its wholly owned subsidiary's reporting and functional currency is the Canadian dollar. Monetary assets and liabilities of the Company are translated into Canadian dollars at the exchange rate in effect on the consolidated statements of financial position date, while non-monetary assets and liabilities are translated at historical rates. Expenses are translated at the average rates over the reporting period. Gains and losses from these translations are included in profit or loss.

2. BASIS OF PRESENTATION (cont'd…)

Going concern

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of its resource properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively, upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. Such adjustments could be material.

These consolidated financial statements have been prepared in accordance with IFRS on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. As at September 30, 2021, the Company has an accumulated deficit of $573,653 (December 31, 2020 - $174,548) and has a working capital of $794,925 (December 31, 2020 – deficiency of $13,187) and has incurred significant losses. These circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The recovery of amounts capitalized for exploration and evaluation assets at September 30, 2021 and December 31, 2020 in the consolidated statements of financial position is dependent upon the ability of the Company to arrange appropriate financing to complete the development and continued exploration of the properties. The Company plans to raise funds primarily through the issuance of shares or obtain profitable operations. The outcome of these matters cannot be predicted at this time.

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak has caused staff shortages, reduced consumer demand, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments. There may be potential difficulties in accessing the Company's exploration and evaluation projects.

3. SIGNIFICANT ACCOUNTING POLICIES

These Interim Condensed Consolidated Financial Statements have been prepared using accounting policies consistent with those used in the Company's audited consolidated financial statements for the year ended December 31, 2020.

New, amended and future accounting pronouncements

Accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. LONG-TERM DEPOSITS

During the nine months ended September 30, 2021, the Company made a net deposit of $5,252 (December 31, 2020 - $19,697) to the Government of Northwest Territories in regards with prospecting permit application. As of September 30, 2021, the Company has total deposits of $67,532 (December 31, 2020 - $62,280) which are refundable after the completion of the permitting process.

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS

	Project 939 (Northwest Territories)	*EA South (Northwest Territories)*	*Project N (Nunavut)*	*Total*
Balance, December 31, 2019	$ 557,699	$ 248,941	$ -	$ 806,640
Acquisition	-	-	-	-
Exploration				
Assay	1,294	-	-	1,294
Data	5,097	5,097	-	10,194
Geology	20,107	6,607	-	26,714
Consulting (Note 8)	60,210	60,210	-	120,420
Field	11,720	11,720	-	23,440
Travel	5,374	5,374	-	10,748
Government grants	(117,000)	(21,000)	-	(138,000)
Balance, December 31, 2020	544,501	316,949	-	861,450
Acquisition	25,000	25,000	-	50,000
Staking costs	-	-	30,175	30,175
Exploration				
Assay	1,354	-	-	1,354
Community	690	690	-	1,380
Data	17,068	8,556	-	25,624
Geology	79,016	-	-	79,016
Consulting (Note 8)	99,951	8,000	-	107,951
Field	-	1,971	-	1,971
License and permitting	994	993	4,896	6,883
Survey	121,419	-	-	121,419
Travel	11,249	-	-	11,249
Government grant	(51,000)	-	-	(51,000)
Balance, September 30, 2021	$ 850,242	$ 362,159	$ 35,071	1,247,472

Project 939 and EA South, Northwest Territories, Canada

On September 24, 2018, the Company entered into a Letter of Agreement (the "Agreement") with Hunter Exploration Group. Pursuant to the terms of the Agreement, the Company will acquire 100% of interest in the Project 939 and EA South Project located in the Northwest Territory, Canada. The Agreement was replaced by a Property Purchase Agreement dated January 11, 2021. According to the Property Purchase Agreement, the Company will have the following obligations:

<u>*Cash payments*</u>

$100,000	On or before July 3, 2018 (paid)
$100,000	On or before August 17, 2018 (paid)
$50,000	On or before July 1, 2019 (paid)
$50,000	On or before July 1, 2020 (extended to July 1, 2021, paid)
$50,000	On or before July 1, 2021 (extended to July 1, 2022)
$350,000	

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (*cont'd…*)

Project 939 and EA South, Northwest Territories, Canada *(cont'd…)*

Work Commitment

$300,000	By December 31, 2018
$700,000	By December 31, 2019
$1,000,000	By December 31, 2020
$2,000,000	By December 31, 2021
$4,000,000	(Subsequently revised to complete the total amount by December 31, 2023)

As of September 30, 2021, the Company has incurred accumulatively $1,305,401 (December 31, 2020 - $953,450) of exploration and evaluation assets.

Share payments

Issue 1,500,000 share units within 10 days of completing the $4,000,000 work commitment (subsequently revised to issue the shares no later than January 10, 2024). Each share unit will be comprised of one common share of the Company and one share purchase warrant. Each warrant will be exercisable into one common share of the Company at a price of $0.50 per share for a period of five years from the date of issuance.

Annual Advanced Royalty Payment ("AARP")

Commencing July 1, 2023, a $100,000 AARP to be paid on or before July 1 and that of each subsequent year until the commencement of commercial production.

Royalties

The Project is subject to 2% Net Smelter Royalty and a 2% Gross Overriding Royalty on diamonds.

Government grant

During the nine months ended September 30, 2021, the Company received government grants of $51,000 (year ended December 31, 2020 - $138,000) from the Government of the Northwest Territories (the "GNWT"). The GNWT's contribution is towards mineral expenditure incurred by the Company on the Project 939 and EA South.

Project N, Nunavut, Canada

During the nine months ended September 30, 2021, the Company staked 13 claims ("Project N"), 9,646 hectares located adject and outside of Mel Project (see note below), at the Melville Peninsula region of Nunavut, Canada. The staking cost is $30,175.

5. EXPLORATION AND EVALUATION ASSETS (*cont'd…*)

Mel Project, Nunavut, Canada

Pursuant to an agreement with North Arrow Minerals Inc. dated January 13, 2021, the Company acquired 100% of the non-diamond mineral rights in respect of 46 mineral claims (covering approximately 56,075 ha of land) in Nunavut, commonly referred to as the "*MEL Project*", subject to a 1% gross overriding royalty on non-diamond mineral production from the property, half of which royalty may be purchased at any time by the Company for $1,000,000. This royalty applies to any property owned by the Company within an area of interest extending up to 5 km from the Mel Project boundary. Pursuant to the same agreement, the Company will be granted a 2% gross overriding diamond royalty (reduced to 1% in areas where there is an existing underlying royalty) over the same property, half of which royalty may be purchased by North Arrow Mines Inc. at any time for $2,000,000. As consideration being paid for Mel Project, both the 1% gross overriding royalty on non-diamond mineral production and the 2% gross overriding diamond royalty are valued at $Nil.

Under the agreement, the parties also agreed to share exploration infrastructure in support of their respective exploration and evaluation efforts on the Melville Peninsula and accordingly also entered into a camp and permit sharing arrangement.

Title to resource properties

Although the Company has taken steps to verify the title to exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Realization of assets

The investment in and expenditures on exploration properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims are permitted to lapse.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the property may be diminished or negated.

6. LOANS

Loans from CEO

On August 31, 2018, the Company entered into a loan agreement with Darren Bahrey, the CEO. The loan principal amount is $100,000. The loan bears an interest at 10% per annum and has no fixed term of repayment. On June 13, 2019, the Company repaid the loan principal of $50,000 and interest of $3,932. During the nine months ended September 30, 2021, the Company fully repaid the remaining $50,000 principal and interest of $13,096 to the CEO.

Canada Emergency Business Account ("CEBA") loan

On April 30, 2020, the Company received $40,000 of CEBA loan from Bank of Montreal. The loan is interest free, and $10,000 of the loan is eligible for loan forgiveness if $30,000 has been fully repaid on or before December 31, 2022. It also has no principal repayments during this period.

The loan was recorded at a fair value of $23,257 using an effective rate of 10%, considering the grant, the interest- free loan and the forgivable portion. The residual value of $16,743 is recorded as other income. As of September 30, 2021, interest of $1,832 (September 30, 2020 - $948) was recognized in the consolidated statements of loss and comprehensive loss. As of September 30, 2021, a balance of $26,625 (December 31, 2020 - $24,793) is recorded as long-term loans.

7. SHARE CAPITAL

Authorized - unlimited number of common shares without par value

Share issuance

At September 30, 2021, the Company had 22,200,763 (December 31, 2020 – 15,304,667) common shares issued and outstanding.

During the nine months ended September 30, 2021:

i) the Company issued 6,816,096 shares at $0.15 per share for total proceeds of $1,022,415. The Company paid $14,400 of cash finder's fees.

ii) the Company issued 80,000 shares at $0.25 per share for total proceeds of $20,000..

During the year ended December 31, 2020:

i) the Company issued 453,000 shares at $0.15 per share for total proceeds of $67,950.

ii) the Company issued 1,400,000 shares at $0.15 to settle amounts payable to the CEO of $210,000.

Special warrants

In July and September 2021, the Company closed a non-brokered private placement by issuing 1,852,500 special warrants at $0.25 per share for total proceeds of $463,125. Each special warrant will be automatically exchanged into one common share of the Company with no additional cost, on the date that is the earlier of: (a) the third (3rd) day after the date on which a receipt for a final prospectus to qualify for distribution the Shares is received by the Company from the British Columbia Securities Commission, and (b) four (4) months and a day from the closing of the private placement (1,000,000 on November 17, 2021 and 852,500 on January 25, 2022). The Company paid $15,000 of cash finder's fees.

Subsequently on November 17, 2021, 1,000,000 special warrants were converted into 1,000,000 common shares of the Company.

(Expressed in Canadian dollars)

7. SHARE CAPITAL *(cont'd…)*

Stock options

On March 31, 2021, the Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees and consultants. The term of the option grants is up to ten years and the vesting schedule, if any, will be determined by the Board of Directors. The maximum number of common shares reserved for issue shall not exceed 15% of the total number of common shares issued and outstanding as at the grant date.

There were no stock option transactions during the nine months ended September 30, 2021.

Warrants

In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event. A liquidity event means a merger, sale of the Company, or an initial public offering, or such other similar events as shall be determined by the Board of Directors in its sole discretion.

The fair value of the warrants granted was $120,519 (approximately $0.11 per warrant). During the period ended September 30, 2021, the Company recorded share-based compensation of $120,519 in the consolidated statements of loss and comprehensive loss.

The Company referred to other early-stage exploration companies in the similar area for its volatility estimation. The fair value of the warrants granted was determined using the Black-Scholes option price modelling with the following assumptions:

Weighted average assumptions	**Nine months ended September 30, 2021**
Risk free interest rate	0.30%
Volatility	150%
Expected life of options	2.5 years
Dividend rate	0%

The continuity of the Company's warrants as of September 30, 2021 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2019 and 2020	4,000,000	$ 0.10
Granted	1,050,000	0.15
Balance, September 30, 2021	5,050,000	$ 0.11

(Expressed in Canadian dollars)

7. SHARE CAPITAL *(cont'd…)*

Warrants *(cont'd…)*

As at September 30, 2021, the following warrants are outstanding:

Number of Warrants	Exercise Price	Expiry Date
1,050,000	$ 0.15	2 years from completion of liquidity event*
4,000,000	$ 0.10	2 years from completion of liquidity event*

*Liquidity event means a merger, sale of the Company, or an initial public offering, or such other similar events as shall be determined by the Board of Directors in its sole discretion.

8. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the nine months ended September 30, 2021:

a) the Company paid or accrued consulting fees of $38,250 (2020 -$50,320) in the exploration and evaluation assets, $38,250 (2020 - $Nil) in management fees, and $Nil (2020 - $13,713) in rent to a company controlled by the CEO. As of September 30, 2021, the Company had $26,775 (December 31, 2020 - $9,235) payable to the company controlled by the CEO.

b) the Company paid or accrued management fees of $60,000 (2020 - $Nil) to a company controlled by the CFO. As of September 30, 2021, the Company had $23,625 (December 31, 2020 - $Nil) payable to the company controlled by the CFO.

c) the Company paid or accrued consulting fees of $39,000 (2020 - $Nil) in the exploration and evaluation assets to a company controlled by the VP Exploration.

d) the Company accrued interest of $1,014 (2020 - $3,750) to the CEO of the Company. As of September 30, 2021, the Company has a loan payable to the CEO of $Nil (December 31, 2020 - $50,000) and accrued interest of $Nil (December 31, 2020 - $12,082) in due to related parties.

e) 1,000,000 (2020 - Nil) warrants were granted to directors and officers having a fair value on issuance of $114,780 (2020 - $Nil).

Due to related parties do not bear interest, are unsecured and repayable on demand.

Due from related party

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, and repayable by July 31, 2025.

(Expressed in Canadian dollars)

8. RELATED PARTY TRANSACTIONS *(cont'd…)*

Due from related party *(cont'd…)*

On June 15, 2021, the Company, the CEO and 10X Minerals Corp. ("10X") entered into a loan assignment agreement, pursuant to which the CEO assigned the LOC to 10X. The Company expect to have the loan settled with common shares of 10X. 10X was incorporated on March 10, 2021 under the laws of British Columbia, Canada, and is also controlled by CEO. 10X is a junior exploration company focused on exploring diamonds and specialty minerals in Nunavut, Canada.

As of September 30, 2021 and December 31, 2020, the accumulated advance is $126,737 (US$99,543).

9. FAIR VALUE MEASUREMENT AND RISK MANAGEMENT

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial instruments measured at fair value by level within the fair value hierarchy:

September 30, 2021	Level 1	Level 2	Level 3
Financial assets at FVTPL			
Cash	$ 951,456	$ -	$ -

December 31, 2020	Level 1	Level 2	Level 3
Financial assets at FVTPL			
Cash	$ 95,317	$ -	$ -

Financial risk management

The Company's objective in risk management is to maintain its ability to continue as a going concern. It is exposed to the following risks:

Liquidity risk

Liquidity risk is the risk that the Company might not be able to meet its obligations and commitments as they come due. As at September 30, 2021, the Company had cash of $951,456 (December 31, 2020 - $95,317) and a working capital of $794,925 (December 31, 2020 – deficiency of $13,187).

9. FAIR VALUE MEASUREMENT AND RISK MANAGEMENT *(cont'd…)*

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash, receivables and due from related party on its consolidated statements of financial position.

Market risk

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

i. Interest rate risk
Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company's exposure to interest rate risk is insignificant.

ii. Foreign currency risk
Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has a due from related party balance which is denominated in U.S. Dollars. A 10% fluctuation in exchange rates between Canadian and U.S. Dollars would result in a $13,000 change in due from related party and foreign exchange loss. The Company does not use any techniques to mitigate foreign currency risk.

iii. Equity price risk
Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

10. CAPITAL MANAGEMENT

The Company's capital management objective is to ensure its ability to continue as a going concern to meet its operational obligations and to maintain capital access to fund its mineral exploration activities in Northwest Territory, Canada.

The capital that the Company manages is the total of liabilities and equity on the consolidated statements of financial position. The Company may modify the capital structure to meet its funding needs by issuing new equity shares and/or debt instruments, disposing assets or bringing in joint venture partners. To facilitate the management of its capital, the Company prepares annual budgets approved by the Board of Directors. The budget is reviewed and updated periodically to account for changes in the expenditures and economic conditions. The Company is not subject to any externally imposed capital requirements.

11. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

During the nine months ended September 30, 2021, the Company

a) has $13,388 (December 31, 2020 - $14,235) of exploration and evaluation assets recorded in due to related parties, and $Nil (December 31, 2020 - $24,734) in accounts payable and accrued liabilities as of September 30, 2021.

During the nine months ended September 30, 2020, the Company

a) has $Nil (December 31, 2019 - $Nil) of exploration and evaluation assets recorded in due to related parties, and $24,734 (December 31, 2019 - $30,455) in accounts payable and accrued liabilities as of September 30, 2020.

12. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

Share escrow

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* of the Canadian Securities Administrators, certain principals of the Company intend to enter into escrow agreements with the Company and its transfer agent. Pursuant to the escrow agreements, 3,920,001 shares and 1,650,000 warrants will be escrowed for a period of 36 months. During the escrowed period, the securityholders are not permitted to sell, transfer, assign, mortgage, or enter into a derivative transaction in regards with the escrowed securities. The escrowed securities will be released by 10% on the date the Company’s shares are listed for trading on CSE, and then 15% every six months thereafter.

Exercise of warrants

On October 31, 2021, the Company issued 800,000 shares pursuant to exercise of 800,000 warrants at $0.10 per share for total proceeds of $80,000.

Conversion of special warrants

On November 17, 2021, 1,000,000 special warrants were automatically converted into 1,000,000 common shares of the Company without additional cost.

APPENDIX “B” – MANAGEMENT DISCUSSION & ANALYSIS

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)

(i) MD&A for the financial year ended December 31, 2020

(ii) MD&A for the nine months ended September 30, 2021

STRATEGX ELEMENTS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended

December 31, 2020 and 2019

GENERAL

StrategX Elements Corp. ("StrategX" or the "Company") was incorporated on June 28, 2018 under the laws of British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is in the exploration stage and substantially all the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven exploration and evaluation assets contain economically recoverable mineral resources.

The Company's head office is located at 514 – 55 Water Street, Vancouver, British Columbia, Canada.

This Management's Discussion and Analysis ("MD&A") of the Company has been prepared based on available information up to the date of this report, December 17, 2021, and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended December 31, 2020 and 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("ISAB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts are expressed in Canadian dollars unless stated otherwise.

FORWARD-LOOKING STATEMENTS

Information and statements contained in this MD&A that are not historical facts are forward-looking information within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators that involve risks and uncertainties.

This MD&A contains forward-looking statements, such as estimates and statements regarding the Company's goals and future plans, including words to the effect that the Company expects a stated result or event to occur. These forward-looking statements are subject to known or unknown risks and uncertainties, which could cause actual results or performance of the Company to differ materially from results implied by such forward-looking information. Factors that could cause the actual results to differ include commodity price fluctuations, market capital access, global economy and politics, government regulations, environmental restrictions, exploration results, mineral title disputes, limitation on insurance coverage and availability of consultants delivering timely services, as well as those factors discussed in the section entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company or may cause actual actions, events or results to differ, there may be other causing factors out of the Company's anticipation or estimation. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results otherwise. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

CORPORATE HIGHLIGHTS

The Company is currently preparing to list its shares on the Canadian Securities Exchange ("CSE") through an initial public offering ("IPO").

The Company had the following significant activities recently:

Special warrants

In July and September 2021, the Company closed a non-brokered private placement by issuing 1,852,500 special warrants at $0.25 per share for total proceeds of $463,125. Each special warrant will be automatically exchanged into one common share of the Company with no additional cost, on the date that is the earlier of: (a) the third (3rd) day after the date on which a receipt for a final prospectus to qualify for distribution the Shares is received by the Company from the British Columbia Securities Commission, and (b) four (4) months and a day from the closing of the private placement (1,000,000 on November 17, 2021 and 852,500 on January 25, 2022). The Company paid $15,000 of cash finder's fees.

On November 17, 2021, 1,000,000 special warrants were converted into 1,000,000 common shares of the Company.

Stock option plan

On March 31, 2021, the Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees and consultants. The term of the option grants is up to ten years and the vesting schedule, if any, will be determined by the Board of Directors. The maximum number of common shares reserved for issue shall not exceed 15% of the total number of common shares issued and outstanding as at the grant date.

Private placement

In 2021, the Company issued 6,816,096 shares at $0.15 per share and 80,000 shares at $0.25 per share for total proceeds of $1,042,415. The Company paid $14,400 of cash finder's fees.

Warrants

In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event. A liquidity event means a merger, sale of the Company, or an initial public offering, or such other similar events as shall be determined by the Board of Directors in its sole discretion.

Directors and officers

Darren Bahrey – Chief Executive Officer and Director

Mr. Darren Bahrey began his career as a geologist working for Placer Dome from 1989 until 2004 and has since been involved forming public companies serving as CEO, President, Chair, independent director and on committees. Mr. Bahrey is an entrepreneurial explorer and has a passion for building companies, making discoveries and creating value for shareholders and communities.

Paula Caldwell St-Onge, BScH, MBA, ICD.D -Independent Director

Ms. St-Onge had a 30-year career in the Canadian public service in various departments such as the Privy Council Office, Environment Canada and Global Affairs Canada. An experienced and multi-lingual ambassador, Paula brings a wealth of knowledge, expertise and network in International relations, risk management, governance issues, international trade, environmental stewardship, sustainable development, community and stakeholder engagement. Paula was a Director on Teranga Gold Corp.'s Board (recently acquired by Endeavour Mining).

Ryan McEachern, BSc., MBA, PGeo. – Independent Director

Mr. McEachern has 25 years in the mining industry starting out as a geologist on projects in the far north and internationally. Ryan also has experience in capital markets, global supply chains and manufacturing. He now serves as the Managing Director of the Mining Suppliers Trade Association Canada. Ryan brings expertise in government relations, advanced clean technologies, innovation, and advocacy. He is actively engaged in the Critical Minerals ecosystem and net zero economy.

Andrea Yuan – Chief Financial Officer

Ms. Andrea Yuan is a Chartered Professional Accountant (CPA), Certified General Accountant (CGA) in British Columbia and a Certified Public Accountant (CPA) in New Hampshire. Ms. Yuan is fluent in both English and Mandarin (oral and written).

Ms. Yuan started her career as an internal auditor and then as team head of the internal audit department at the Bank of China's Shanghai Pudong branch in China from 1994 through to 1999. After arriving in Canada in spring of 1999, Ms. Yuan worked as an accountant at a small accounting firm while she worked towards her CGA designation. Ms. Yuan moved to Davidson and Company LLP, Chartered Accountants in 2004 where she worked in the firm's audit group. From November 2006 until 2009, Ms. Yuan was employed as an audit manager at Davidson. From 2009 until October 2011, Ms. Yuan was employed as an audit principal at Davidson. In addition to overseeing a variety of Canadian public company audits, she was also responsible for conducting the audits of various foreign public companies including Chinese and Korean companies.

Ms. Yuan started her own financial and management consulting company Black Dragon Financial Consulting Services Inc. in November 2011. Currently, Ms. Yuan acts as Chief Financial Officer or financial consultant for several public companies listed on the TSX Venture Exchange ("TSX-V") and Canadian Securities Exchange.

MINERAL PROPERTY

Project 939 and EA South, Northwest Territories, Canada

On September 24, 2018, the Company entered into a Letter of Agreement (the "Agreement") with Hunter Exploration Group. Pursuant to the terms of the Agreement, the Company will acquire 100% of interest in the Project 939 and EA South Project located in the Northwest Territory, Canada. The Agreement was replaced by a Property Purchase Agreement dated January 11, 2021. According to the Property Purchase Agreement, the Company will have the following obligations:

Cash payments

$100,000	On or before July 3, 2018 (paid)
$100,000	On or before August 17, 2018 (paid)
$50,000	On or before July 1, 2019 (paid)
$50,000	On or before July 1, 2020 (extended to July 1, 2021, paid)
$50,000	On or before July 1, 2021 (extended to July 1, 2022)
$350,000	

Work Commitment

$300,000	By December 31, 2018
$700,000	By December 31, 2019
$1,000,000	By December 31, 2020
$2,000,000	By December 31, 2021
$4,000,000	(Subsequently revised to complete the total amount by December 31, 2023)

As of December 31, 2020, the Company has incurred accumulatively $953,450 of exploration and evaluation assets.

Share payments

Issue 1,500,000 share units within 10 days of completing the $4,000,000 work commitment (subsequently revised to issue the shares no later than January 10, 2024). Each share unit will be comprised of one common share of the Company and one share purchase warrant. Each warrant will be exercisable into one common share of the Company at a price of $0.50 per share for a period of five years from the date of issuance.

Annual Advanced Royalty Payment ("AARP")

Commencing July 1, 2023, a $100,000 AARP to be paid on or before July 1 and that of each subsequent year until the commencement of commercial production.

Royalties

The Project is subject to 2% Net Smelter Royalty and a 2% Gross Overriding Royalty on diamonds.

	Project 939 (Northwest Territories)	*EA South (Northwest Territories)*	*Total*
Balance, December 31, 2018	$ 229,247	$ 213,955	$ 443,202
Acquisition	25,000	25,000	50,000
Exploration			
Assay	13,325	-	13,325
Data	10,573	-	10,573
Geology	137,780	11,828	149,608
Consulting	181,862	57,660	239,522
Field	30,894	18,520	49,414
Travel	14,018	40,978	54,996
Government grants	(85,000)	(119,000)	(204,000)
Balance, December 31, 2019	557,699	248,941	806,640
Acquisition	-	-	-
Exploration			
Assay	1,294	-	1,294
Data	5,097	5,097	10,194
Geology	20,107	6,607	26,714
Consulting	60,210	60,210	120,420
Field	11,720	11,720	23,440
Travel	5,374	5,374	10,748
Government grants	(117,000)	(21,000)	(138,000)
Balance, December 31, 2020	$ 544,501	$ 316,949	$ 861,450

Technical update on Project 939

The 939 Property (the "Project" or the "Property") is located 235 km east of Yellowknife, Northwest Territories (NWT), North of the East Arm of Great Slave Lake. The Property comprises 2 prospecting permits (11,116 hectares (ha)) and 7 mining claims (6,710 ha) of mineral rights. There has been no historical resource estimation work conducted at the Project and therefore the Property is regarded as an early stage exploration project.

Historical exploration in the vicinity of Misty Lake by Kennecott Exploration Corp. ("KCI") and the Geological Survey of Canada ("GSC") delineated an area approximately 10 kilometers ("km") by 4 km containing anomalous cobalt in lake sediments (greater than 150 parts per million ("ppm") cobalt ("Co"), up to 400 ppm Co. Subsequently, Hunter Exploration Group acquired both prospecting permits and mineral claims (now known at the 939 Property).

During 2018, 2019 and 2021 StrategX completed exploration at the 939 Property including the collection of: 68 rock grab samples; 127 lake sediment samples; 50 till samples; ground magnetics; Moving Loop Electromagnetics ("MLEM"); experimental, Aurora Rapid Reactance Tomography ("ARRT") which is a snowmobile-towed Induced Polarized ("IP") system; and lake sediment sampling survey (24 samples attempted through the ice).

The StrategX sampling programs extended the known lake sediment anomaly delineated by KCI and the GSC in and up-ice direction over 5km to the northeast with values of up to 939 ppm Co; and, delineated a high priority cobalt in lake sediment anomaly in Misty Lake. The 2021 geophysical surveys identified important linear features (magnetic dykes) and interpreted intersecting coincidental structures that coincide with the lake sediment cobalt anomaly in Misty lake.

The presence of: anomalous cobalt in both rock and lake sediment samples; favorable geology to host an important deposit; and, the presence of untested geophysical anomalies at multiple locales within the Property are encouraging and therefore follow-up exploration is warranted.

Additional exploration is warranted to determine the consistency and continuity of mineralization as well as develop prioritized targets for follow-up exploration. Phase 1 follow-up exploration should include but not be limited to: 1.

Reprocess and re-interpret the regional 1994 airborne magnetics to better incorporate the 2021 ground geophysics ($40,000); 2. Detailed mapping and sampling utilizing the compiled ground and airborne geophysical data ($270,000); 3. Petrography on dykes and diatremes located during the field work as well as chips from lake sediment samples ($10,000). The recommended budget $320,000 should include a $30,000 contingency. The total recommended budget is $350,000 and the program should be designed to delineate specific drill collars.

Phase 2, which is contingent on positive results from Phase 1, should include winter drilling to test: Coincidental Geophysical and lake sediment anomalies and/or important structures with coincidental rock grab anomalies (2000m @ $600/meter = $1,500,000.

OUTLOOK

The Company has no current funding for exploration of its mineral projects. Management is monitoring the economic conditions of the mining industry and continues discussions with investors in relation to the economic viability of extracting gold residues from the tailings pond of its formerly producing mine at Table Mountain property.

SELECTED ANNUAL INFORMATION

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements.

	As at December 31,		
	2020	2019	2018
Current assets	$ 100,078	$ 91,862	$ 15,936
Non-current assets	1,050,467	964,326	525,470
Total assets	1,150,545	1,056,188	541,406
Current liabilities	113,265	251,697	236,076
Non-current liabilities	24,793	-	-
Shareholders' equity	1,012,487	804,491	305,330
Total liabilities and shareholders' equity	1,150,545	1,056,188	541,406
Working capital (deficiency)	$ (13,187)	$ (159,835)	$ (220,140)

	Year ended December 31, 2020	**Year ended December 31, 2019**	**From incorporation on June 28, 2018 to December 31, 2018**
Revenue	$ -	$ -	$ -
Expenses	(86,697)	(69,924)	(34,670)
Loss and comprehensive loss for the period	$ (69,954)	$ (69,924)	$ (34,670)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding – Basic and diluted	13,559,642	11,033,745	5,095,700

REVIEW OF FINANCIAL RESULTS

Year ended December 31, 2020 and 2019

Net Loss

For the year ended December 31, 2020, the Company incurred net loss of $69,954 as compared to a net loss $69,924 for the comparative year ended December 31, 2019.

The major items were as follows:

- Accretion and interest of $6,536 (2019 - $8,890) is related to $50,000 loan from the CEO and $40,000 CEBA loan.
- Foreign exchange loss of $3,472 (2019 - $5,222) is from due from related party balance recorded in US dollars.
- Legal expense of $3,858 (2019 - $11,494) was related to corporate matters.
- Office expenses of $40,400 (2019 - $26,034) consists of office furniture, meals and entertainment, telephone and internet, and travel costs. The increased fees are related to increased activity and some consulting work on preparing the Company for an IPO plan.
- Project investigation costs of $5,236 (2019 - $Nil) is related to data analysis of Project N, a property located in Nunavut, Canada that the Company subsequently staked in February 2021.
- Rent expenses of $27,195 (2019 - $18,284) are rent and maintenance costs for its leased office.
- In April 2020, the Company received $40,000 of CEBA loan from Bank of Montreal. The loan is interest free, and $10,000 of the loan is eligible for loan forgiveness if $30,000 has been fully repaid on or before December 31, 2022. The loan was recorded at a fair value of $23,257 using an effective rate of 10%, considering the grant, the interest- free loan and the forgivable portion. The residual value of $16,743 is recorded as other income during the year ended December 31, 2020.

QUARTERLY INFORMATION

The Corporation is a private company. Quarterly reporting is not required.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company is in the exploration stage and no revenue has been generated to date. At December 31, 2020, the Company had cash of $95,317 (December 31, 2019 - $85,671) and a working capital deficiency of $13,187 (December 31, 2019 – deficiency of $159,835).

In the past, operating capital and exploration requirements have been funded primarily from equity financing and the Company will need to arrange equity or other financing in the near future in order to continue in operation. While the Company has been successful in raising capital in the past, there can be no assurance that such financing will be available to the Company in the amount required or that it can be obtained on terms satisfactory to the Company. The Company's current financial situation indicates material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

Cash Flows

Under operating activities, the Company used $17,205 in the year ended December 31, 2020, as compared with a net cash inflow of $28,325 in the comparative year ended December 31, 2019. The net cash inflow from operation activities in the year ended December 31, 2019 is due to the Company not reimbursing the CEO who has been paying invoices on behalf of the Company.

During the year ended December 31, 2020, the Company received $67,950 (2019 - $575,250) of proceeds from issuance of 453,000 (2019 – 5,551,666) shares. The Company received $40,000 of CEBA loan from Bank of Montreal during the year ended December 31, 2020, and repaid $100,000 loan principal to CEO during the year ended December 31, 2019.

In the investing activities, in relation to the mineral property exploration, during the year ended December 31, 2020, the Company spent $184,296 (2019 - $542,737) on exploration, received $138,000 (2019 - $204,000) grant from the Government of the Northwest Territories, and paid $19,697 (2019 - $Nil) deposit to the Government of Northwest Territories in relation to permit application.

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, unsecured and repayable by July 31, 2025. During the year ended December 31, 2020, the Company advanced $11,634 (2019 - $75,418) under the LOC. As of December 31, 2020, the accumulated advance is $126,737 (US$99,543) (2019 - $115,103 (US$88,623)).

SUBSEQUENT EVENTS

Private placement

In 2021, the Company issued 6,816,096 shares at $0.15 per share and 80,000 shares at $0.25 per share for total proceeds of $1,042,415. The Company paid $14,400 of cash finder's fees.

Special warrants

In July and September 2021, the Company closed a non-brokered private placement by issuing 1,852,500 special warrants at $0.25 per share for total proceeds of $463,125. Each special warrant will be automatically exchanged into one common share of the Company with no additional cost, on the date that is the earlier of: (a) the third (3rd) day after the date on which a receipt for a final prospectus to qualify for distribution the Shares is received by the Company from the British Columbia Securities Commission, and (b) four (4) months and a day from the closing of the private placement. The Company paid $15,000 of cash finder's fees.

On November 17, 2021, 1,000,000 special warrants were converted into 1,000,000 common shares of the Company.

Stock option plan

On March 31, 2021, the Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees and consultants. The term of the option grants is up to ten years and the vesting schedule, if any, will be determined by the Board of Directors. The maximum number of common shares reserved for issue shall not exceed 15% of the total number of common shares issued and outstanding as at the grant date.

Warrants

In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event.

Share escrow

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* of the Canadian Securities Administrators, certain principals of the Company intend to enter into escrow agreements with the Company and its transfer agent. Pursuant to the escrow agreements, 3,920,001 shares and 1,650,000 warrants will be escrowed for a period of 36 months. During the escrowed period, the securityholders are not permitted to sell, transfer, assign, mortgage, or enter into a derivative transaction in regards with the escrowed securities. The escrowed securities will be released by 10% on the date the Company's shares are listed for trading on CSE, and then 15% every six months thereafter.

Exercise of warrants

On October 31, 2021, the Company issued 800,000 shares pursuant to the exercise of 800,000 warrants at $0.10 per share for total proceeds of $80,000.

OUTSTANDING SHARE DATA

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of securities
Common shares	24,000,763
Stock options	-
Warrants	4,250,000
Special warrants	852,500

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the year ended December 31, 2020:

a) During the year ended December 31, 2020, the Company paid or accrued consulting fees of $67,920 (2019 -$91,220) in the exploration and evaluation assets and $27,195 (2019 - $18,284) in rent to a company controlled by the CEO. As of December 31, 2020, the Company had $9,235 (2019 - $Nil) payable to the company controlled by the CEO.

b) During the year ended December 31, 2020, the Company paid or accrued consulting fees of $52,500 (2019 - $100,000) to Adam Vary, a former director of the Company. As of December 31, 2020, the Company had $5,000 (2019 - $Nil) payable to the former director.

c) During the year ended December 31, 2020, the Company issued 1,400,000 shares (2019 – Nil) to the CEO to settle $210,000 (2019 - $Nil) of amounts payable to him. As of December 31, 2020, the Company had $1,178 (2019 - $164,160) payable to the CEO in due to related parties, which are resulted from expenses of the Company paid by the CEO.

d) During the year ended December 31, 2020, the Company accrued interest of $5,000 (2019 - $8,890) to the CEO of the Company and paid $Nil (2019 - $7,685). As of December 31, 2020, the Company has a loan payable to the CEO of $50,000 (2019 - 50,000) and accrued interest of $12,082 (2019 - $7,082) in due to related parties.

Due to related parties do not bear interest, are unsecured and repayable on demand.

Due from related party

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, unsecured and repayable by July 31, 2025.

During the year ended December 31, 2020, the Company advanced $11,634 (2019 - $75,418) under the LOC. As of December 31, 2020, the accumulated advance is $126,737 (US$99,543) (2019 - $115,103 (US$88,623)).

FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial assets are comprised of cash which is classified as fair value through profit or loss, receivables which are measured at amortized cost, and due from related parties and long term deposits, which are measured at amortized cost.

The Company's liabilities include accounts payable and accrued liabilities, due to related parties and loans and long term loans which are all measured at amortized cost. After initial recognition, an entity cannot reclassify any financial liability.

Financial risk management

The Company's objective in risk management is to maintain its ability to continue as a going concern. It is exposed to the following risks:

Liquidity risk

Liquidity risk is the risk that the Company might not be able to meet its obligations and commitments as they come due. As at December 31, 2020, the Company had cash of $95,317 (2019 - $85,671) and a working capital deficiency of $13,187 (2019 – deficiency of $159,835). Subsequent to the year ended December 31, 2020, the Company closed a non-brokered private placement by issuing 6,816,096 shares at $0.15 per share for total proceeds of $1,022,414 in March and April 2021. The Company has sufficient funds to cover its short-term liabilities.

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash, receivables, and due from related party on its consolidated statement of financial position.

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

i. Interest rate risk
Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company's exposure to interest rate risk is insignificant.

ii. Foreign currency risk
Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has a due from related party balance which is denominated in U.S. Dollars. A 10% fluctuation in exchange rates between Canadian and U.S. Dollars would result in a $13,000 change in due from related party and foreign exchange loss. The Company does not use any techniques to mitigate foreign currency risk.

iii. Equity price risk
Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

SIGNICANT ACCOUNTING POLICIES, CRITICAL JUDGEMENTS AND ESTIMATES

All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited consolidated financial statements for the year ended December 31, 2020.

Certain new accounting standards and interpretations have been published but have future effective dates. Those new standards have been assessed, but are not expected to have any impact on the Company's financial statements.

RISKS AND UNCERTAINTIES

The Company's business is the exploration and development of mineral properties. As a result, the Company's operations are speculative. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, receipt of adequate financing; correct interpretation of geological data; feasibility and other studies; the particular nature of the mineral deposit, such as size grade, metallurgy and physical structure; expected and real metal recoveries; proximity to infrastructure and labour; the cost of water and power; climactic conditions; metal prices; fluctuations in currency exchange rates and metal prices; timely granting of necessary permits; government regulations and taxes; and environmental protection and regulations. The effect of these factors cannot accurately be predicted, but in combination these risk factors may adversely affect the Company's business.

The risks and uncertainties described in this section are not inclusive of all risks and uncertainties to which the Company may be subject. Furthermore, the Company may face additional risks and uncertainties not presently known to the Company and its management or risks currently seen as immaterial may impair the Company's business in the future.

Early Stage - Need for Additional Funds - The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Location - The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on exploration and evaluation assets.

Exploration and Development Risks - Resource property acquisition, exploration, development, and operation are a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

Environmental Risk - Current or future environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damages caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. The

Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

Commodity Prices - The market price of precious metals and other minerals is volatile and cannot be controlled.

Conflicts - The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction.

Dependence on Key Personnel - The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Competition - The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

Political Risk - The Company's operations and investments may be affected by local political and economic developments including: expropriation; nationalization; invalidation of governmental orders; permits or agreements pertaining to property rights; failure to enforce existing laws; failure to uphold property rights; political unrest; labour disputes; inability to obtain or delays in obtaining necessary mining permits; opposition to mining from local, environmental or other non-governmental organizations; government participation; royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations; taxation and changes in laws, regulations or policies; as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Impact of COVID-19 - The Company's business is focused on exploring mineral properties in Northwest Territories. Management doesn't believe that COVID-19 will have a strong impact on the Company's financial results. Access to the properties might be delayed because of COVID-19 in the future, and as a result, the Company may delay certain aspects of its exploration and remediation work plans accordingly.

STRATEGX ELEMENTS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For The Nine Months Ended September 30, 2021

GENERAL

StrategX Elements Corp. ("StrategX" or the "Company") was incorporated on June 28, 2018 under the laws of British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is in the exploration stage and substantially all the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven exploration and evaluation assets contain economically recoverable mineral resources.

The Company's head office is located at 514 – 55 Water Street, Vancouver, British Columbia, Canada.

The following management's discussion and analysis ("MD&A") of the Company has been prepared as of December 17, 2021. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements and the companying notes for the nine months ended September 30, 2021, and the audited consolidated financial statements and the notes thereto for the years ended December 31, 2020 and 2019.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). The financial statements have been prepared using the accrual basis of accounting except for cash flow information. All figures are expressed in Canadian dollars except where otherwise indicated.

Management is responsible for the preparation and integrity of the Financial Statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable.

The financial information in this MD&A is derived from the Company's financial statements prepared in accordance with IFRS. Information provided in this MD&A, including financial information extracted from the financial statements, is the responsibility of management. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate, as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

FORWARD-LOOKING STATEMENTS

Information and statements contained in this MD&A that are not historical facts are forward-looking information within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators that involve risks and uncertainties.

This MD&A contains forward-looking statements, such as estimates and statements regarding the Company's goals and future plans, including words to the effect that the Company expects a stated result or event to occur. These forward-looking statements are subject to known or unknown risks and uncertainties, which could cause actual results or performance of the Company to differ materially from results implied by such forward-looking information. Factors that could cause the actual results to differ include commodity price fluctuations, market capital access, global economy and politics, government regulations, environmental restrictions, exploration results, mineral title disputes, limitation on insurance coverage and availability of consultants delivering timely services, as well as those factors discussed in the section entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company or may cause actual actions, events or results to differ, there may be other causing factors out of the Company's anticipation or estimation. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results otherwise. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

CORPORATE HIGHLIGHTS

The Company is currently preparing to list its shares on the Canadian Securities Exchange ("CSE") through an initial public offering ("IPO").

The Company had the following significant activities recently:

Special warrants

In July and September 2021, the Company closed a non-brokered private placement by issuing 1,852,500 special warrants at $0.25 per share for total proceeds of $463,125. Each special warrant will be automatically exchanged into one common share of the Company with no additional cost, on the date that is the earlier of: (a) the third (3rd) day after the date on which a receipt for a final prospectus to qualify for distribution the Shares is received by the Company from the British Columbia Securities Commission, and (b) four (4) months and a day from the closing of the private placement (1,000,000 on November 17, 2021 and 852,500 on January 25, 2022). The Company paid $15,000 of cash finder's fees.

On November 17, 2021, 1,000,000 special warrants were converted into 1,000,000 common shares of the Company.

Stock option plan

On March 31, 2021, the Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees and consultants. The term of the option grants is up to ten years and the vesting schedule, if any, will be determined by the Board of Directors. The maximum number of common shares reserved for issue shall not exceed 15% of the total number of common shares issued and outstanding as at the grant date.

Private placement

In 2021, the Company issued 6,816,096 shares at $0.15 per share and 80,000 shares at $0.25 per share for total proceeds of $1,042,415. The Company paid $14,400 of cash finder's fees.

Warrants

In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event. A liquidity event means a merger, sale of the Company, or an initial public offering, or such other similar events as shall be determined by the Board of Directors in its sole discretion.

Directors and officers

Darren Bahrey – Chief Executive Officer and Director

Mr. Darren Bahrey began his career as a geologist working for Placer Dome from 1989 until 2004 and has since been involved forming public companies serving as CEO, President, Chair, independent director and on committees. Mr. Bahrey is an entrepreneurial explorer and has a passion for building companies, making discoveries and creating value for shareholders and communities.

Paula Caldwell St-Onge, BScH, MBA, ICD.D - Independent Director

Ms. St-Onge had a 30-year career in the Canadian public service in various departments such as the Privy Council Office, Environment Canada and Global Affairs Canada. An experienced and multi-lingual ambassador, Paula brings a wealth of knowledge, expertise and network in International relations, risk management, governance issues, international trade, environmental stewardship, sustainable development, community and stakeholder engagement. Paula was a Director on Teranga Gold Corp.'s Board (recently acquired by Endeavour Mining).

Ryan McEachern, BSc., MBA, PGeo. - Independent Director

Mr. McEachern has 25 years in the mining industry starting out as a geologist on projects in the far north and internationally. Ryan also has experience in capital markets, global supply chains and manufacturing. He now serves as the Managing Director of the Mining Suppliers Trade Association Canada. Ryan brings expertise in government relations, advanced clean technologies, innovation, and advocacy. He is actively engaged in the Critical Minerals ecosystem and net zero economy.

Andrea Yuan – Chief Financial Officer

Ms. Andrea Yuan is a Chartered Professional Accountant (CPA), Certified General Accountant (CGA) in British Columbia and a Certified Public Accountant (CPA) in New Hampshire. Ms. Yuan is fluent in both English and Mandarin (oral and written).

Ms. Yuan started her career as an internal auditor and then as team head of the internal audit department at the Bank of China's Shanghai Pudong branch in China from 1994 through to 1999. After arriving in Canada in spring of 1999, Ms. Yuan worked as an accountant at a small accounting firm while she worked towards her CGA designation. Ms. Yuan moved to Davidson and Company LLP, Chartered Accountants in 2004 where she worked in the firm's audit group. From November 2006 until 2009, Ms. Yuan was employed as an audit manager at Davidson. From 2009 until October 2011, Ms. Yuan was employed as an audit principal at Davidson. In addition to overseeing a variety of Canadian public company audits, she was also responsible for conducting the audits of various foreign public companies including Chinese and Korean companies.

Ms. Yuan started her own financial and management consulting company Black Dragon Financial Consulting Services Inc. in November 2011. Currently, Ms. Yuan acts as Chief Financial Officer or financial consultant for several public companies listed on the TSX Venture Exchange ("TSX-V") and Canadian Securities Exchange.

MINERAL PROPERTY

The Company spent the following exploration expenditure during the nine months ended September 30, 2021:

	Project 939 (Northwest Territories)	*EA South (Northwest Territories)*	*Project N (Nunavut)*	*Total*
Balance, December 31, 2020	$ 544,501	$ 316,949	$ -	$ 861,450
Acquisition	25,000	25,000	-	50,000
Staking costs	-	-	30,175	30,175
Exploration				
Assay	1,354	-	-	1,354
Community	690	690	-	1,380
Data	17,068	8,556	-	25,624
Geology	79,016	-	-	79,016
Consulting	99,951	8,000	-	107,951
Field	-	1,971	-	1,971
License and permitting	994	993	4,896	6,883
Geophysical survey	121,419	-	-	121,419
Travel	11,249	-	-	11,249
Government grant	(51,000)	-	-	(51,000)
Balance, September 30, 2021	$ 850,242	$ 362,159	$ 35,071	$ 1,247,472

Project 939 and EA South, Northwest Territories, Canada

On September 24, 2018, the Company entered into a Letter of Agreement (the "Agreement") with Hunter Exploration Group. Pursuant to the terms of the Agreement, the Company will acquire 100% of interest in the Project 939 and EA South Project located in the Northwest Territory, Canada. The Agreement was replaced by a Property Purchase Agreement dated January 11, 2021. According to the Property Purchase Agreement, the Company will have the following obligations:

Cash payments

$100,000	On or before July 3, 2018 (paid)
$100,000	On or before August 17, 2018 (paid)
$50,000	On or before July 1, 2019 (paid)
$50,000	On or before July 1, 2020 (extended to July 1, 2021, paid)
$50,000	On or before July 1, 2021 (extended to July 1, 2022)
$350,000	

Work Commitment

$300,000	By December 31, 2018
$700,000	By December 31, 2019
$1,000,000	By December 31, 2020
$2,000,000	By December 31, 2021
$4,000,000	(Subsequently revised to complete the total amount by December 31, 2023)

As of September 30, 2021, the Company has incurred accumulatively $1,305,401 (December 31, 2020 - $953,450) of exploration and evaluation assets.

Share payments

Issue 1,500,000 share units within 10 days of completing the $4,000,000 work commitment (subsequently revised to issue the shares no later than January 10, 2024). Each share unit will be comprised of one common share of the Company and one share purchase warrant. Each warrant will be exercisable into one common share of the Company at a price of $0.50 per share for a period of five years from the date of issuance.

Annual Advanced Royalty Payment ("AARP")

Commencing July 1, 2023, a $100,000 AARP to be paid on or before July 1 and that of each subsequent year until the commencement of commercial production.

Royalties

The Project is subject to 2% Net Smelter Royalty and a 2% Gross Overriding Royalty on diamonds.

Project N, Nunavut, Canada

During the nine months ended September 30, 2021, the Company staked 13 claims ("Project N"), 9,646 hectares located adject and outside of Mel Project, at the Melville Peninsula region of Nunavut, Canada. The staking cost is $30,175.

Mel Project, Nunavut, Canada

Pursuant to an agreement with North Arrow Minerals Inc. dated January 13, 2021, the Company acquired 100% of the non-diamond mineral rights in respect of 46 mineral claims (covering approximately 56,075 ha of land) in Nunavut, commonly referred to as the "*MEL Project*", subject to a 1% gross overriding royalty on non-diamond mineral production from the property, half of which royalty may be purchased at any time by the Company for $1,000,000. This royalty applies to any property owned by the Company within an area of interest extending up to 5 km from the Mel Project boundary. Pursuant to the same agreement, the Company will be granted a 2% gross overriding diamond royalty (reduced to 1% in areas where there is an existing underlying royalty) over the same property, half of which royalty may be purchased by North Arrow Mines Inc. at any time for $2,000,000. As consideration being paid for Mel Project, both the 1% gross overriding royalty on non-diamond mineral production and the 2% gross overriding diamond royalty are valued at $Nil.

Under the agreement, the parties also agreed to share exploration infrastructure in support of their respective exploration and evaluation efforts on the Melville Peninsula and accordingly also entered into a camp and permit sharing arrangement.

Technical update on Project 939

The 939 Property (the "Project" or the "Property") is located 235 km east of Yellowknife, Northwest Territories (NWT), North of the East Arm of Great Slave Lake. The Property comprises 2 prospecting permits (11,116 hectares (ha)) and 7 mining claims (6,710 ha) of mineral rights. There has been no historical resource estimation work conducted at the Project and therefore the Property is regarded as an early stage exploration project.

Historical exploration in the vicinity of Misty Lake by Kennecott Exploration Corp. ("KCI") and the Geological Survey of Canada ("GSC") delineated an area approximately 10 kilometers ("km") by 4 km containing anomalous cobalt in lake sediments (greater than 150 parts per million ("ppm") cobalt ("Co"), up to 400 ppm Co. Subsequently, Hunter Exploration Group acquired both prospecting permits and mineral claims (now known at the 939 Property).

During 2018, 2019 and 2021 StrategX completed exploration at the 939 Property including the collection of: 68 rock grab samples; 127 lake sediment samples; 50 till samples; ground magnetics; Moving Loop Electromagnetics ("MLEM"); experimental, Aurora Rapid Reactance Tomography ("ARRT") which is a snowmobile-towed Induced Polarized ("IP") system; and lake sediment sampling survey (24 samples attempted through the ice).

The StrategX sampling programs extended the known lake sediment anomaly delineated by KCI and the GSC in and up-ice direction over 5km to the northeast with values of up to 939 ppm Co; and, delineated a high priority cobalt in lake sediment anomaly in Misty Lake. The 2021 geophysical surveys identified important linear features (magnetic dykes) and interpreted intersecting coincidental structures that coincide with the lake sediment cobalt anomaly in Misty lake.

The presence of: anomalous cobalt in both rock and lake sediment samples; favorable geology to host an important deposit; and, the presence of untested geophysical anomalies at multiple locales within the Property are encouraging and therefore follow-up exploration is warranted.

Additional exploration is warranted to determine the consistency and continuity of mineralization as well as develop prioritized targets for follow-up exploration. Phase 1 follow-up exploration should include but not be limited to: 1. Reprocess and re-interpret the regional 1994 airborne magnetics to better incorporate the 2021 ground geophysics ($40,000); 2. Detailed mapping and sampling utilizing the compiled ground and airborne geophysical data ($270,000); 3. Petrography on dykes and diatremes located during the field work as well as chips from lake sediment samples ($10,000). The recommended budget $320,000 should include a $30,000 contingency. The total recommended budget is $350,000 and the program should be designed to delineate specific drill collars.

Phase 2, which is contingent on positive results from Phase 1, should include winter drilling to test: Coincidental Geophysical and lake sediment anomalies and/or important structures with coincidental rock grab anomalies (2000m @ $600/meter = $1,500,000.

OUTLOOK

The Company has no current funding for exploration of its mineral projects. Management is monitoring the economic conditions of the mining industry and continues discussions with investors in relation to the economic viability of extracting gold residues from the tailings pond of its formerly producing mine at Table Mountain property.

REVIEW OF FINANCIAL RESULTS

Nine months ended September 30, 2021 and 2020

Net Loss

For nine months ended September 30, 2021, the Company incurred net loss of $399,105 as compared to a net loss $42,760 for the comparative nine -month period ended September 30, 2020.

The major items were as follows:

- Accretion and interest of $4,621 (2020 - $5,570) is related to $50,000 loan from the CEO and $40,000 CEBA loan.

- Accounting and auditing of $27,000 (2020 - $Nil) consists of $24,000 of audit and review accrual and $3,000 of preparation of corporate income tax returns.

- Legal expense of $62,229 (2020 - $Nil) was related to corporate matters and preparation of the Company's preliminary prospectus filed on September 29, 2021.

- Management fees of $98,250 (2020 - $Nil) consisted of $60,000 (2020 - $Nil) paid to a company controlled by CFO and $38,250 (2020 - $Nil) to a company controlled by the CEO.

- Office expenses of $24,287 (2020 - $31,820) consists of insurance, office furniture, meals and entertainment, telephone and internet, and travel costs.

- Rent expenses of $17,147 (2020 - $18,363) are rent and maintenance costs for its leased office.

- Registration and filing fees of $21,914 (2020 - $Nil) are related to the preliminary prospectus filed on September 29, 2021.

- Salary and benefit of $23,138 (2020 - $Nil) is paid to an full-time employee the Company hired in June 2021.

- In March and April 2021, the Company granted to directors, officers and consultants 1,050,000 warrants, exercisable at $0.15 per share for a term of 2 years from the Company's completion of a liquidity event. The fair value of the warrants granted was $120,519 (approximately $0.11 per warrant).

- In April 2020, the Company received $40,000 of CEBA loan from Bank of Montreal. The loan is interest free, and $10,000 of the loan is eligible for loan forgiveness if $30,000 has been fully repaid on or before December 31, 2022.The loan was recorded at a fair value of $23,257 using an effective rate of 10%, considering the grant, the interest- free loan and the forgivable portion. The residual value of $16,743 is recorded as other income during the year ended December 31, 2020.

QUARTERLY INFORMATION

The Corporation is a private company. Quarterly reporting is not required.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company is in the exploration stage and no revenue has been generated to date. At September 30, 2021, the Company had cash of $951,456 (December 31, 2020 - $95,317) and a working capital of $794,925 (December 31, 2020 – deficiency of $13,187).

In the past, operating capital and exploration requirements have been funded primarily from equity financing and the Company will need to arrange equity or other financing in the near future in order to continue in operation. While the Company has been successful in raising capital in the past, there can be no assurance that such financing will be available to the Company in the amount required or that it can be obtained on terms satisfactory to the Company. The Company's current financial situation indicates material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

Cash Flows

Under operating activities, the Company used $153,146 in the nine months ended September 30, 2021, as compared with $16,100 in the comparative nine months ended September 30, 2020. The increased cash spent on operating activities is due to the Company's preparation of IPO during the current nine-month period.

During the nine months ended September 30, 2021, the Company received $1,042,415 (2020 - $Nil) of proceeds from issuance of 6,896,096 (2020 – Nil) shares and $463,125 (2020 - $Nil) from the issuance of 1,852,500 (2020 – Nil) special warrants. In March 2021, the Company repaid the CEO loan principal of $50,000. During the comparative nine months ended September 30, 2020, the Company received $40,000 of CEBA loan from Bank of Montreal and $35,750 of share subscription proceeds in advance.

In the investing activities, in relation to the mineral property exploration, during the nine months ended September 30, 2021, the Company spent $462,603 (2020 - $150,655) on exploration, paid $5,252 (2020 - $19,697) deposits to the Government of the Northwest Territories in relation to permit application, and received $51,000 (2020 - $138,000) grant from the Government of the Northwest Territories.

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, unsecured and repayable by July 31, 2025. During the nine months ended September 30, 2021, the Company advanced $Nil (2020 - $14,118) under the LOC. As of September 30, 2021 and December 31, 2020, the accumulated advance is $126,737 (US$99,543).

SUBSEQUENT EVENTS

Share escrow

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* of the Canadian Securities Administrators, certain principals of the Company intend to enter into escrow agreements with the Company and its transfer agent. Pursuant to the escrow agreements, 3,920,001 shares and 1,650,000 warrants will be escrowed for a period of 36 months. During the escrowed period, the securityholders are not permitted to sell, transfer, assign, mortgage, or enter into a derivative transaction in regards with the escrowed securities. The escrowed securities will be released by 10% on the date the Company's shares are listed for trading on CSE, and then 15% every six months thereafter.

Exercise of warrants

On October 31, 2021, the Company issued 800,000 shares pursuant to exercise of 800,000 warrants at $0.10 per share for total proceeds of $80,000.

Conversion of special warrants

On November 17, 2021, 1,000,000 special warrants were automatically converted into 1,000,000 common shares of the Company without additional cost.

OUTSTANDING SHARE DATA

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of securities
Common shares	24,000,763
Stock options	-
Warrants	4,250,000
Special warrants	852,500

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the nine months ended September 30, 2021:

a) the Company paid or accrued consulting fees of $38,250 (2020 -$50,320) in the exploration and evaluation assets, $38,250 (2020 - $Nil) in management fees, and $Nil (2020 - $13,713) in rent to a company controlled by the CEO. As of September 30, 2021, the Company had $26,775 (December 31, 2020 - $9,235) payable to the company controlled by the CEO.

b) the Company paid or accrued management fees of $60,000 (2020 - $Nil) to a company controlled by the CFO. As of September 30, 2021, the Company had $23,625 (December 31, 2020 - $Nil) payable to the company controlled by the CFO.

c) the Company paid or accrued consulting fees of $39,000 (2020 - $Nil) in the exploration and evaluation assets to a company controlled by the VP Exploration.

d) the Company accrued interest of $1,014 (2020 - $3,750) to the CEO of the Company. As of September 30, 2021, the Company has a loan payable to the CEO of $Nil (December 31, 2020 - $50,000) and accrued interest of $Nil (December 31, 2020 - $12,082) in due to related parties.

e) 1,000,000 (2020 - Nil) warrants were granted to directors and officers having a fair value on issuance of $114,780 (2020 - $Nil).

Due to related parties do not bear interest, are unsecured and repayable on demand.

<u>Due from related party</u>

On August 1, 2018, the company and the CEO entered into a Revolving Line of Credit Agreement ("LOC"). Pursuant to the Agreement, the Company will make payments towards Project Green located in the Republic of Panama, of which the CEO currently holds the mineral property application. The LOC has a maximum funding amount of US$100,000, interest free, and repayable by July 31, 2025.

On June 15, 2021, the Company, the CEO and 10X Minerals Corp. ("10X") entered into a loan assignment agreement, pursuant to which the CEO assigned the LOC to 10X. The Company expect to have the loan settled with common shares of 10X. 10X was incorporated on March 10, 2021 under the laws of British Columbia, Canada, and is also controlled by CEO. 10X is a junior exploration company focused on exploring diamonds and specialty minerals in Nunavut, Canada.

As of September 30, 2021 and December 31, 2020, the accumulated advance is $126,737 (US$99,543).

FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial assets are comprised of cash which is classified as fair value through profit or loss, receivables which are measured at amortized cost, and due from related parties and long term deposits, which are measured at amortized cost.

The Company's liabilities include accounts payable and accrued liabilities, due to related parties and loans and long term loans which are all measured at amortized cost. After initial recognition, an entity cannot reclassify any financial liability.

Financial risk management

The Company's objective in risk management is to maintain its ability to continue as a going concern. It is exposed to the following risks:

Liquidity risk

Liquidity risk is the risk that the Company might not be able to meet its obligations and commitments as they come due. As at September 30, 2021, the Company had cash of $951,456 (December 31, 2020 - $95,317) and a working capital of $745,925 (December 31, 2020 – deficiency of $13,187).

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash, receivables, and due from related party on its consolidated statements of financial position.

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

i. Interest rate risk
Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company's exposure to interest rate risk is insignificant.

ii. Foreign currency risk
Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has a due from related party balance which is denominated in U.S. Dollars. A 10% fluctuation in exchange rates between Canadian and U.S. Dollars would result in a $13,000 change in due from related party and foreign exchange loss. The Company does not use any techniques to mitigate foreign currency risk.

iii. Equity price risk
Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

RISKS AND UNCERTAINTIES

The Company's business is the exploration and development of mineral properties. As a result, the Company's operations are speculative. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, receipt of adequate financing; correct interpretation of geological data; feasibility and other studies; the particular nature of the mineral deposit, such as size grade, metallurgy and physical structure; expected and real metal recoveries; proximity to infrastructure and labour; the cost of water and power; climactic conditions; metal prices; fluctuations in currency exchange rates and metal prices; timely granting of necessary permits; government regulations and taxes; and environmental protection and regulations. The effect of these factors cannot accurately be predicted, but in combination these risk factors may adversely affect the Company's business.

The risks and uncertainties described in this section are not inclusive of all risks and uncertainties to which the Company may be subject. Furthermore, the Company may face additional risks and uncertainties not presently known to the Company and its management or risks currently seen as immaterial may impair the Company's business in the future.

Early Stage - Need for Additional Funds - The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Location - The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on exploration and evaluation assets.

Exploration and Development Risks - Resource property acquisition, exploration, development, and operation are a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

Environmental Risk - Current or future environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damages caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. The Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

Commodity Prices - The market price of precious metals and other minerals is volatile and cannot be controlled.

Conflicts - The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction.

Dependence on Key Personnel - The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Competition - The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

Political Risk - The Company's operations and investments may be affected by local political and economic developments including: expropriation; nationalization; invalidation of governmental orders; permits or agreements pertaining to property rights; failure to enforce existing laws; failure to uphold property rights; political unrest; labour disputes; inability to obtain or delays in obtaining necessary mining permits; opposition to mining from local, environmental or other non-governmental organizations; government participation; royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations; taxation and changes in laws, regulations or policies; as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Impact of COVID-19 - The Company's business is focused on exploring mineral properties in Northwest Territories. Management doesn't believe that COVID-19 will have a strong impact on the Company's financial results. Access to the properties might be delayed because of COVID-19 in the future, and as a result, the Company may delay certain aspects of its exploration and remediation work plans accordingly.

APPENDIX "C" – AUDIT COMMITTEE CHARTER

Audit Committee Charter

STRATEGX ELEMENTS CORP.

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of StrategX Elements Corp. (the "**Company**") is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing (1) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (2) the internal controls that management and the Board have established; and (3) the audit, accounting and financial reporting processes generally.

In meeting these responsibilities, the Committee will:

(a) monitor the financial reporting process and internal control system;

(c) review and appraise the work of the external auditors; and

(d) provide an open avenue of communication between the external auditors, senior management and the Board.

The external auditors are accountable to the shareholders through the Committee. The Committee is responsible for ensuring that the external auditors comply with the requirements stipulated in this Charter and satisfying itself of the external auditors' independence.

2. Composition

The Committee shall be composed of a minimum of three directors of the Company, a majority of whom are independent. An independent director, as defined in National Instrument 52-110 - *Audit Committees* ("**NI 52-110**") is a director who has no direct or indirect material relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a members independent judgment or as otherwise determined to be independent in accordance with NI 52-110.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience. The chairperson of the Committee (the "**Chairperson**") shall be appointed by the Board for a one-year term, and may serve any number of consecutive terms.

3. Meetings

The Committee shall try to meet at least four times per year and may call special meetings as required. A quorum at meetings of the Committee shall be its Chairperson and one of its other members or the Chairman of the Board. The Committee may hold its meetings, and members of the Committee may attend meetings, by telephone conference if this is deemed appropriate.

The Chairperson shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Committee. The Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

4. Responsibilities and Duties

Audit Committee

To fulfill its responsibilities and duties, the Committee shall:

(a) Review this Charter annually, and update if necessary.

(b) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.

(c) Where the Committee deems it necessary, obtain a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company.

(d) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(e) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.

(f) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(g) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

    (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

    (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Chairperson

The fundamental responsibility of the Chairperson is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Chairperson's responsibilities shall include:

(a) working with the Chairman of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;

(b) providing leadership to the Committee and presiding over Committee meetings;

(c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;

(d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;

(e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and

(f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

5. Financial Reporting Processes

(a) Review, discuss and recommend to the Board for approval, the annual audited financial statements and related "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.

(b) Review and discuss with the external auditors the results of their reviews and audit, any issues arising and management's response, including any restrictions on the scope of the external auditors' activities or requested information and any significant disagreements with management, and resolving any disputes.

(c) Review, discuss, approve, or recommend to the Board for approval, the quarterly financial statements and quarterly "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.

(d) Review and discuss with management and the external auditors the Company's critical accounting policies and practices, material alternative accounting treatments, significant accounting and reporting judgments, material written communications between the external auditor and management (including management representation letters and any schedule of unadjusted differences) and significant adjustments resulting from the audit or review.

(e) Where applicable, review and discuss with management the Company's earnings press releases, and such other relevant public disclosures containing financial information as the Committee may consider necessary or appropriate.

(f) Where applicable, review and discuss with management the disclosure controls relating to the Company's public disclosure of financial information, including information extracted or derived from the financial statements, and periodically assess the adequacy of such procedures.

(g) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(h) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(i) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(j) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(k) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(l) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(m) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(n) Review the certification process.

(o) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

6. Other

Review any related-party transactions.

This *Audit Committee Charter* was approved and adopted by the Board, and made effective in full force and effect on April 30, 2021.

CERTIFICATE OF THE COMPANY

Dated: December 17, 2021

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

"*Darren Bahrey*" Darren Bahrey Chief Executive Officer	"*Ke Feng (Andrea) Yuan* Ke Feng (Andrea) Yuan Chief Financial Officer

ON BEHALF OF THE BOARD

"Paula Caldwell St-Onge" Paula Caldwell St-Onge Director	*"Ryan McEachern"* Ryan McEachern Director

CERTIFICATE OF THE PROMOTER

Dated: December 17, 2021

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

"*Darren Bahrey*"
Darren Bahrey