A copy of this preliminary prospectus has been filed with the securities regulatory authority in Ontario but has not yet become final. Information contained in this preliminary prospectus may not be complete and may have to be amended.

This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY PROSPECTUS

Non-Offering Prospectus *February 7, 2022*

ARCTIC FOX MINERALS CORP.

(the "Company")

No securities are being offered pursuant to this Prospectus

This non-offering prospectus (the "**Prospectus**") is being filed with the Ontario Securities Commission (the "**OSC**") for the purpose of Arctic Fox Minerals Corp. (the "**Company**") to comply with Policy 2 – *Qualifications for Listing* on the Canadian Securities Exchange (the "**CSE**"). The Company intends on making an initial application for a listing of its common shares (the "**Common Shares**") on the CSE. The Listing is subject to the Company fulfilling all of the listing requirements of the CSE, including meeting all minimum listing requirements.

Since no securities are being sold pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general funds.

There is currently no market through which any of the securities of the Company may be sold and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation.

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

An investment in the Company should be considered highly speculative and involves a high degree of risk. There is no guarantee that an investment in the Company will earn any positive return in the short or long term. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Common Shares.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

There are certain risk factors associated with an investment in the Common Shares. The risk factors included in this prospectus should be reviewed carefully and evaluated by prospective purchasers of Common Shares. See "Risk Factors" and "Forward-Looking Information".

The registered and head office of the Company is: 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2.

FORWARD-LOOKING STATEMENTS

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

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this prospectus. Such risks include, but are not limited to:

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

• the possibility that future exploration, development or mining results will not be consistent with the Company’s expectations;

• dependence on the Property;

• global financial conditions, including market reaction to COVID-19;

• risks related to the COVID-19 outbreak;

• exploration, development and production risks;

• volatility in the market prices for precious metals and other natural resources;

• lack of assurances regarding obtaining and renewing licenses and permits;

• liabilities inherent in exploration and development operations;

• title matters, surface rights and access rights;

• additional funding requirements;

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

• first nations land claims;

• fluctuations in currency and interest rates;

• competition for, among other things, capital acquisitions of resources, undeveloped lands and skilled personnel;

• risks relating to global financial and economic conditions;

• alteration of tax regimes and treatments;

• changes in mining legislation affecting operations;

• risks relating to environmental regulation and liabilities;

• limited operating history;

• potential claims and legal proceedings;

• operating hazards, risks and insurance; and

• other factors discussed under "Risk Factors".

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

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

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

GENERAL DISCLOSURE INFORMATION

Prospective investors should rely only on the information contained in or incorporated by reference into this prospectus. No person has been authorized by the Company to give any information or make any representations in connection with the transactions herein described other than those contained in this prospectus and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company.

Certain Information

Unless otherwise indicated or the context otherwise requires, all dollar amounts in this prospectus are in Canadian dollars. Aggregated figures in graphs, charts and tables contained in this prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which it operates. While management of each of the Company believes this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not independently verified any of the data from third-party sources referred to in this prospectus or ascertained the underlying assumptions relied upon by such sources. Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

TABLE OF CONTENTS

PROSPECTUS SUMMARY 1
CORPORATE STRUCTURE 4
DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS 4
UP TOWN GOLD PROPERTY 8
SELECTED FINANCIAL INFORMATION 21
DIVIDEND RECORD AND POLICY 21
DESCRIPTION OF THE SHARE CAPITAL 21
CONSOLIDATED CAPITALIZATION 22
OPTIONS TO PURCHASE SECURITIES 22
PRIOR SALES 23
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER 24
PRINCIPAL HOLDERS OF COMMON SHARES 24
DIRECTORS AND OFFICERS 24
PROMOTER 29
EXECUTIVE COMPENSATION 29
AUDIT COMMITTEE 32
CORPORATE GOVERNANCE 35
STOCK EXCHANGE LISTING 36
RISK FACTORS 36
LEGAL PROCEEDINGS AND REGULATORY ACTIONS 41
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS 41
AUDITORS, TRANSFER AGENT AND REGISTRAR 41
MATERIAL CONTRACTS 41
EXPERTS 41
OTHER MATERIAL FACTS 41
STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION 42
FINANCIAL STATEMENTS 42
CERTIFICATE OF THE COMPANY 1
CERTIFICATE OF THE PROMOTER 1

References to “$” are references to Canadian dollars.

PROSPECTUS SUMMARY

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

The Company

The Company was incorporated under the *Business Corporations Act* (Ontario) on March 23, 2018 under the name "Fish Purdy Holdings Corp." The Company changed its name to "Melius Capital Corp." on August 24, 2020. The Company changed its name to "Arctic Fox Minerals Corp." on July 8, 2021. The Company's head office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2, and its registered and records office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity. The Company is currently engaged in the business of mineral exploration of the Up Town Gold Property in the Northwest Territories, Canada (the "**Up Town Gold Property**" or the "**Property**").

See "Description and General Development of the Business".

Business of the Company

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

The Up Town Gold Property

The Up Town Gold Property is in Canada's Northwest Territories, approximately three kilometers north of the city of Yellowknife. The Property is comprised of six mineral claims, totaling 3,267.24 hectares.

On September 9, 2016 Rover Metals Corp. ("**Rover**"), Silver Range Resources Ltd. ("**SRR**"), and Panarc Resources Ltd. ("**Panarc**") entered into a property option agreement under which Rover was granted an option to earn up to a 100% interest in the Up Town Gold Property, subject to a royalty interest (the "**Original Option**"). The Original Option was amended on consent of each of Rover, SRR and Panarc on August 15, 2017; April 6, 2018; September 5, 2018; and, February 18, 2020 (the amendments to the Original Option are collectively defined at the "**Amended Original Option**" and the Original Option and the Amended Original Option are collectively referred to at the "**Rover Option**").

On December 4, 2020, Arctic Fox, Rover and SRR entered into an assignment and assumption agreement, which was later amended on March 18, 2021 and further amended on January 11, 2022 (the assignment and assumption agreement and all amending agreements are referred to collectively as the "**Assignment Agreement**") under which certain benefits and obligations were assigned from Rover to the Company. Under the Assignment Agreement the Company was granted an option to acquire up to a 75% interest in the Up Town Gold Property (the "**First Option**"). Should the Company choose to exercise the First Option by completing all conditions of the Assignment Agreement by June 30, 2023, Rover maintains its option to acquire the remaining 25% interest in the Up Town Gold Property pursuant to terms are set out in the Rover Option (the "**Second Option**").

Pursuant to the terms of the Assignment Agreement, the following conditions of Arctic Fox have been satisfied, among other things:

1. $50,000 was paid by the Company to Rover;
2. 3,000,000 Common Shares of the Company were issued to Rover at a deemed price of $0.10 per Common Share;
3. The Company closed an initial private placement for gross proceeds exceeding $75,000;
4. The Company closed a second private placement for gross proceeds exceeding $925,000;
5. $120,000 was paid by the Company to SRR;
6. The Company incurred $500,000 in exploration expenditures by December 31, 2021.

Throughout the balance of 2022 and 2023, Arctic Fox is required to complete the following exploration expenditures on the Property:

1. $750,000 in exploration expenditures by June 30, 2023.

Under the Assignment Agreement, upon the exercise of the Company's First Option, the Property assets shall become subject to a net smelter royalty return interest of 2% in favour of SRR (the "**NSR**"), one half of which may be purchased for $1,000,000 prior to commencing production.

An independent geological report (the "**Technical Report**") prepared by Michael MacMorran, P. Geo., who is a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), was completed in relation to the Property on January 5, 2022. The Technical Report recommended that the Company conduct a program consisting of lease surveying and diamond drilling. The exploration budget recommended is $750,000.

See "Description and General Development of the Business".

Use of Available Funds

As of January 31, 2022, the Company has aggregate available funds of $402,453. The Company intends to use the available funds as follows over the next 12 months:

Principal Purpose	Available Funds
Exploration Expenditures (1)	$100,000
Prospectus and exchange Listing Costs (2)	$45,000
Estimated general and administrative expenses for 12 months (3)	$ 111,000
Unallocated working capital (4)	$ 146,453
TOTAL:	**$ 402,453**

(1) The Property expenses due or expected to be paid in the next 12 months include completion of phase 1 of the exploration as defined in the Technical Report specifically including the legal survey of mineral claims to mining lease of mineral claims K15961, K15694, K15695, K15696.

(2) Including legal, audit, translation services, securities commissions, and Exchange fees.

(3) A breakdown of the estimated general and administration expenses for the 12 months following the Company becoming a public company is set out below:

12 Month General & Administrative Expenses	($) Monthly	($) Annual
Audit	1,000	12,000
Legal	1,500	18,000
Consulting Fees	4,000	48,000
Office Expenses	250	3,000
Shareholder Communications	500	6,000
Transfer Agent / Filing Fees	1,500	18,000
Miscellaneous	500	6,000
Total	**$9,250**	**$111,000**

(4) The use to which the $146,453 of 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 retains unallocated working capital to 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, the possibility of pursuing opportunities to acquire interests in other properties.

The nature of the Company's business is junior mining and exploration. As such, revenues will not occur in the near term. Therefore, all expenses, and related negative cash flows from operations, are funded in full by the proceeds of the distribution.

The Company has sufficient resources to continue operations for the next 12 months in the absence of additional financing. All payments to the Rover and SRR owed by the Company pursuant to the Assignment Agreement have been paid. Additional exploration expenditures required under the Assignment Agreement need to be incurred by June 30, 2023.

Risk Factors

An investment in the Common Shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development and should only be considered by investors who can afford the total loss of their investment.

A prospective purchaser of Common Shares should be aware that there are various risks that could have a material adverse effect on, among other things, the properties, business and condition (financial or otherwise) of the Company. These risk factors, together with all of the other information contained in this prospectus, including information contained in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information", should be carefully reviewed and considered before the decision to purchase Common Shares is made.

The Company has a limited operating history upon which to evaluate the Company. The Company has no history of earnings and the Company may need to raise additional capital in the future. The intended use of proceeds described in this prospectus is an estimate only and is subject to change. There are no known commercial quantities of mineral reserves on our properties. Factors beyond the Company's control may affect the marketability of metals discovered, if any. The Company cannot guarantee that title to its mineral properties will not be challenged. Any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of the Property. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The Company's activities are subject to environmental regulation and may require permits or licences that may not be granted. The Company may be liable for environmental contamination and natural resource damages relating to the Property that occurred before the Company owned the Property. The Property or the roads or other means of access which the Company intends to utilize may be subject to interests or claims by third party individuals, groups or companies. The Company and its assets may become subject to uninsurable risks. The Company competes with other companies with greater financial resources and technical facilities. The Company is currently largely dependent on the performance of its directors and management and there is no assurance that their services can be maintained. If the Company fails to meet its commitments under the Option Agreement, it may lose its interest in the Property. In recent years both metal prices and publicly traded securities prices have fluctuated widely. The Company has an unlimited number of common shares that may be issued by the board of directors without further action or approval of the Company's shareholders. Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Situations may arise where the interests of certain of the Company's directors and officers could conflict with the interests of the Company. The Company has not declared or paid any dividends and does not currently have a policy on the payment of dividends. Preparation of its financial statements requires the Company to use estimates and assumptions, and actual amounts could differ from those based on these estimates and assumptions. Legal, accounting and other expenses associated with public company reporting requirements have increased significantly in recent years.

Financial Information

The summary presented below contains selected financial information of the Company that is derived from, and should be read in conjunction with, the audited financial statements of the Company and notes thereto, "Consolidated Capitalization" and "Management's Discussion and Analysis" that are included elsewhere in this prospectus. All of the financial information presented below is prepared in accordance with International Financial Reporting Standards ("**IFRS**").

The following table sets forth summary financial information summarized from the Company's interim financial statements for the nine-month period ended September 30, 2021 which are included in this prospectus.

	Period from January 1, 2021 to September 30, 2021
Mineral properties	$ -
Total assets	$ 1,650,789
Total revenues	$-
Long-term debt	$-
Property investigation fee	$
General and administrative expenses	$ 4,057
Net loss	$ (312,584)
Basic and diluted loss per share (1)	$(0.01)

(1) Based on weighted average number of common shares issued and outstanding for the period. See "Selected Financial Information and Management's Discussion and Analysis".

See "Financial Statements".

To the date of this prospectus, the Company has issued 70,356,340 common shares. The proceeds of these issuances have been and will be used for exploration expenses, administrative and professional fees and working capital of the Company.

The Company has not declared or paid any dividends since incorporation and does not envisage declaring or paying any dividends until such time as it earns sufficient profits from which to declare a dividend.

CORPORATE STRUCTURE

The Company was incorporated under the *Business Corporations Act* (Ontario) on March 23, 2018 under the name "Fish Purdy Holdings Corp." The Company changed its name to "Melius Capital Corp." on August 24, 2020. The Company changed its name to "Arctic Fox Minerals Corp." on July 8, 2021. The Company's head office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2, and its registered and records office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity. The Company is currently engaged in the business of mineral exploration of the Property.

DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Company

The Company is engaged in the acquisition, exploration and development of mineral properties in Canada and currently has a portfolio of one property, the Property. Its current focus is to conduct the proposed exploration program on the Property as more particularly set out in the Technical Report, along with continuing to identify and potentially acquire additional property interests and conduct exploration and evaluation of to assess their potential. The Company may decide to acquire other properties other than the Property, if and when the Property is acquired in accordance with the terms of the Assignment Agreement.

For a full description of the Property please see "Up Town Gold Property".

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

Financings and issuance of Securities

On March 23, 2018, the Company closed a private placement and issued 12,000,000 Common Shares at a price of $0.0001 per Common Shares for gross proceeds of $1,200.

On November 2, 2020, the Company closed a private placement and issued 1,500,000 Common Shares at a price of $0.02 per Common Shares for gross proceeds of $30,000.

On December 1, 2020, the Company issued 15,000,000 Common Shares at a price of $0.02 per Common Share in satisfaction of $300,000 in consulting serviced rendered.

On December 3, 2020, the Company closed a private placement and issued 9,500,000 Common Shares at a price of $0.02 per Common Share for gross proceeds of $190,000.

On January 11, 2021, the Company issued 5,875,000 Performance Warrants to arms-length individuals that are exercisable upon the occurrence of release events. Each Performance Warrant entitles the holder thereof to acquire, upon exercise, prior to the expiry date of January 11, 2026, one Common Share.

On February 25, 2021, the Company closed a private placement and issued 15,336,840 Common Shares at a price of $0.02 per Common Share for gross proceeds of $306,736.80.

On June 23, 2021, the Company closed a private placement and issued 6,891,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of $689,100.

On June 30, 2021, the Company issued 930,000 Common Shares at a price of $0.10 per Common Share to settle debts of $93,000.

On July 22, 2021, 2,250,000 Performance Warrants were exercised at a price of $0.02 per Performance Warrant for gross proceeds to the Company of $45,000.

On August 29, 2021, the Company closed a private placement and issued 123,500 Special Warrants at a price of $0.10 per Special Warrant for gross proceeds of $12,350 and it issued 200,000 Special Warrants as compensation in connection with the Offering.

On September 24, 2021, 3,625,000 Performance Warrants were exercised at a price of $0.02 per Performance Warrant for gross proceeds to the Company of $72,500.

On December 30, 2021, 323,500 Special Warrants were converted into Common Shares of the Company.

The Assignment Agreement

On September 9, 2016 Rover Metals Corp. ("**Rover**"), Silver Range Resources Ltd. ("**SRR**"), and Panarc Resources Ltd. ("**Panarc**") entered into a property option agreement under which Rover was granted an option to earn up to a 100% interest in the Up Town Gold Property, subject to a royalty interest (the "**Original Option**"). The Original Option was amended on consent of each of Rover, SRR and Panarc on August 15, 2017; April 6, 2018; September 5, 2018; and, February 18, 2020 (the amendments to the Original Option are collectively defined at the "**Amended Original Option**" and the Original Option and the Amended Original Option are collectively referred to at the "**Rover Option**").

On December 4, 2020, Arctic Fox, Rover and SRR entered into an assignment and assumption agreement, which was later amended on March 18, 2021 and further amended on January 11, 2022 (the assignment and assumption agreement and all amending agreements are referred to collectively as the "**Assignment Agreement**") under which certain benefits and obligations were assigned from Rover to the Company. Under the Assignment Agreement the Company was granted an option to acquire up to a 75% interest in the Up Town Gold Property (the "**First Option**"). Should the Company choose to exercise the First Option by completing all conditions of the Assignment Agreement by June 30, 2023, Rover maintains its option to acquire the remaining 25% interest in the Up Town Gold Property pursuant to terms are set out in the Rover Option (the "**Second Option**").

Under the Assignment Agreement, upon the exercise of the Company's First Option, the Property assets shall become subject to a net smelter royalty return interest of 2% in favour of SRR, one half of which may be purchased for $1,000,000 prior to commencing production.

Under the Assignment Agreement, upon the exercise of the First Option, the Up Town Mineral Property shall become subject to a NSR, which can be reduced to 1% for a cash payment to SRR of $1,000,000.

Under the Assignment Agreement the Company is required to:

(i) make a $50,000 cash payment;

(ii) issue to Rover, within 25 business days of the closing date, such number of Common Shares of the Company as is equal to $300,000 divided by the price per share at which Common Shares are offered by the closing date;

(iii) complete an aggregate $1,250,000 in Exploration Expenditures (as defined in the Option Agreement) as follows:

$500,000 by June 30, 2021 (extended, as per below); and

(2) an additional $725,000 by June 30, 2022 (amended, as per below).

(iv) pay an amount of $120,000 to SRR on or before March 16, 2021 (amended, on March 18, 2021, as noted below);

(v) ensure that all mineral claims, mining leases and other mining interests into which mineral claims may have been converted are and remain in good standing until the later of: (A) one (1) year from the date of the termination of the First Option; or (B) December 16, 2022.

On March 18, 2021, the Company, Rover, and SRR (collectively, the "**Parties**") agreed to amend certain terms of the Assignment Agreement as follows:

(i) The Company will issue to the Rover, within five days of the execution of the March 18, 2021 amendment to the Assignment Agreement, three million Common Shares;

(ii) The Company will complete an aggregate $1,250,000 in Exploration Expenditures as follows;

$500,000 by December 31, 2021; and

(2) an additional $750,000 by December 31, 2022 (amended on January 11, 2021, as noted below).

(iii) The Company will pay the amount of $120,000 to SRR in two instalments as follows:

$75,000 upon execution of the March 18, 2021 amendment to the Assignment Agreement; and

(2) $45,000 on the earlier of:

within 5 days of the Arctic Shares being listed for trading on a Canadian securities exchange; or

(B) June 30, 2021.

(iv) The Company will launch a new second private placement of Arctic Shares within two days of the execution of the March 18, 2021 amendment to the Assignment Agreement.

On March 23, 2021, the Company issued 3,000,000 shares at fair value of $300,000 to Rover, to satisfy the terms of the Assignment Agreement.

As of June 30, 2021, the Company paid $50,000 to Rover and $75,000 to SRR. As of the date of filing of this preliminary prospectus, SRR was paid the remaining $45,000.

On January 11, 2021, the Parties agreed to amend certain terms of the Assignment Agreement as follows:

(i) The Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

An independent geological report (the "**Technical Report**") prepared by Michael MacMorran, P. Geo., who is a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), was completed in relation to the Property on January 5, 2022. The Technical Report recommended that the Company conduct a program consisting of lease surveying and diamond drilling. The exploration budget recommended is $750,000.

History

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

(i) sought and acquired the rights to a mineral exploration property and entered into the Assignment Agreement for the Property;

(ii) recruited directors and officers with the skills required to operate a publicly listed mineral exploration company;

(iii) raised aggregate gross proceeds of $1,346,886.80 through the sale of 64,157,840 Common Shares, 323,500 Special Warrants and the exercise of 5,875,000 Performance Warrants. The funds raised have provided sufficient capital to carry on the Company's business to date, and to cover the costs associated with the Offering, prospectus and listing.

(iv) engaged auditors and legal counsel in connection with the Offering, Prospectus and Listing.

See "Use of Proceeds" and "Material Contracts".

Future Plans

In relation to the Property, the Company currently plans to complete lease survey work on four of the six leases (two lease surveys were completed in 2021). This work is incorporated into the Use of Available funds for the 2022 fiscal year. The Company will also review and study assay results from the 2022 drill program and determine the way ahead for detailed drill plans in 2023 in accordance with its Options Assignment Agreement.

Trends

There are significant uncertainties regarding the prices of gold and other minerals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the price of gold, silver and other minerals has fluctuated widely in recent years and wide fluctuations are expected to continue. Apart from this risk, and the risk factors noted under the heading "Risk Factors," we are not aware of any other trends, commitments, events or uncertainties that would have a material adverse effect on our business, financial condition or results of operations.

Competitive Conditions

The Company is a grassroots mineral exploration company. The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. Competition also exists for the recruitment of qualified personnel and equipment. See "Risk Factors."

Government Regulation

Mining operations and exploration activities in Canada are subject to various federal, provincial and local laws and regulations which govern prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters.

The Company believes that it is and will continue to be in compliance in all material respects with applicable statutes and the regulations passed in Canada. There are no current orders or directions relating to the Company with respect to the foregoing laws and regulations.

Environmental Regulation

The various federal, provincial and local laws and regulations governing protection of the environment are amended often and are becoming more restrictive. The Company's policy is to conduct its business in a way that safeguards public health and the environment. The Company believes that its operations are conducted in material compliance with applicable environmental laws and regulations.

Since its incorporation, the Company has not had any environmental incidents or non-compliance with any applicable environmental laws or regulations. The Company estimates that it will not incur material capital expenditures for environmental control facilities during the current fiscal year.

UP TOWN GOLD PROPERTY

A geological report (the "**Technical Report**") prepared by Michael MacMorran, P. Geo., who is a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), was completed in relation to the Property on January 5, 2022. The Technical Report recommended that the Company conduct a program consisting of lease surveying and diamond drilling. The exploration budget recommended is $750,000.

Unless stated otherwise, the information in this section is summarized, compiled or extracted from the Technical Report. The Technical Report was prepared in accordance with NI 43-101 and has been filed with the securities regulatory authorities in Ontario.

Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. The Technical Report is available for review under the Company's profile on the SEDAR website at www.sedar.com.

Property Description and Location

The Property is in Canada's Northwest Territories, approximately three kilometers north of the city of Yellowknife, and geographically centered at 62°30' North latitude and 114°24' West longitude.

Location

The Property is comprised of six mineral claims, totaling 3,267.24 hectares. The claims are located on NTS map sheets 85J/08 and 85J/09. Table 1 summarizes the status of the mineral claims, current to the end of September 2017.

Table 1. Up Town Gold Property claim status

Claim Name	Claim ID	Status	Anniversary Date	Hectares	Owner
UTG 1	K15961	Active	12/15/2021	1045.1	Silver Range Resources Ltd. (100%)
UTG 2	K15962	Active	12/15/2021	1045.1	Silver Range Resources Ltd. (100%)
UTG 3	K15963	Active	12/15/2021	212.06	Silver Range Resources Ltd. (100%)
UTG 4	K15964	Active	12/15/2021	180.21	Silver Range Resources Ltd. (100%)
UTG 5	K15965	Active	12/15/2021	376.28	Silver Range Resources Ltd. (100%)
UTG 6	K15966	Active	12/15/2021	408.49	Silver Range Resources Ltd. (100%)

Ownership

The Property was initially staked by Panarc Resources Ltd. ("**Panarc**") to cover gold showings that occur in intrusive rocks adjacent to the Yellowknife greenstone belt; a deposit model similar to the Granny Smith and Woodcutters Goldfield deposits in Australia, and the Renabie, Perron, Hammond Reef, and Cote Lake deposits in Canada.

Claims UTG 1-6 in Table 1 above, are active claims, granting the holder the right to explore for mineral deposits and hold ownership to any mineral deposits located on the claims. There are no impediments to surface access to the claims. Surface rights to the area, covered by the claims, rests with the Commissioner of the Northwest Territories. To the extent known, there are no significant risks or factors that may affect access, title, or the right to perform work on the property.

In 2016, Panarc sold the Property to Silver Range Resources ("**SRR**"), who in turn optioned the Property to Rover Metals Corp. ("**Rover**"). Under this option agreement, Rover may acquire a 75% interest in the Property. Once vested, Rover has the additional option to purchase the remaining 25% of the Property by making an additional share payment as per the option agreement. If Rover acquires a 100% interest in the Property, SRR will retain a 2% net smelter return, one half of which may be purchased for $1,000,000 prior to commencing production.

Rover and Arctic Fox have entered into an assignment and assumption agreement dated December 4, 2020, which would see Arctic Fox assume Rover's 75% interest in the Property. Among other terms, Arctic Fox is required to issue shares and cash to Rover, make a payment to SRR, and complete $1.25 million in expenditures on the Property.

Accessibility, Climate, Local Resources, Infrastructure

The Property is located within the Northwest Territories, Canada, approximately three kilometers north of the city of Yellowknife. Road access to the Property is achieved via Highway 4 (Ingraham Trail), which extends north from Yellowknife. Mobility, once on the Property, is limited to foot traverse or snowmachine. The Fox South showing may be accessed from a quad bush trail that joins Highway 4. The Property may also be accessed by helicopter or float/ski-base fixed wing aircraft from Yellowknife.

The Yellowknife area is characterized by long, cold winters; brief, often warm summers; and short spring and autumn transition seasons.

Yellowknife, the capital of the Northwest Territories, is a significant supply centre for the Northwest Territories. It is serviced by multiple airlines with daily flights that connect Yellowknife with southern Canada. A paved highway extends from Yellowknife south to Alberta. Highway service (trucking) is year-round since the completion of the Deh Cho bridge over the Mackenzie River in November 2012. All logistical support, labour and professional services can be supplied from Yellowknife.

There is no infrastructure for the purposes of mineral exploration located on the Property. The Snare Hydro transmission line that supplies Yellowknife with hydro-electric power transects the Property.

History and Historical Exploration

Gold showings in the intrusive rocks west of Giant Mine were discovered in 1960. In 1962, claims were staked by Rodstrom and partners to cover these occurrences. Exploration work in 1963 included mapping, trenching and diamond drilling on the showings north and south of Baker Lake. A more detailed mapping program was conducted in 1964 which was followed by additional trenching and eventually diamond drilling. A total of 57 holes were completed in 1963 and 1964 on the No. 15 vein (Rod Zone) comprising 2,684 ft., with 16 holes totaling 1,032 ft. in the No. 22 zone, and one hole in the No. 13 zone for an unknown depth.

Exploration continued in 1972 when two trenches were excavated at the Rose showing. In 1975, diamond drilling and trench sampling work re-evaluated the historic workings and a resource of 2,626 tons grading 1.15 oz./T Au (37.1 g/t Au was calculated for the No. 15 and 22 veins (Nickerson, 1975).

Table 2. Historic resource for the Rod Zone (Nickerson, 1975)

	MEASURED				INFERRED			
VEIN	TONNAGE (tons)	WIDTH (ft.)	GRADE (oz./T)	GOLD (oz.)	TONNAGE (tons)	WIDTH (ft.)	GRADE (oz./T)	GOLD (oz.)
15	930	3.6	1.43	1330	1540	3.6	0.82	1260
22	156	2.5	2.74	430				
TOTAL	1086			1760	1540			1260

The historic Rod Zone resource estimate presented in Table 2 was prepared by Nickerson (1975). The resource uses categories defined in sections 1.2 of the National Instrument 43-101 Standards of Disclosure for Mineral Projects; however, all stated historical resource estimates are inferred as defined by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM): "part of a Mineral Resource for which quantity and grade or quality can be estimated on the bases of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity". The Historical Estimates were not prepared by independent Qualified Persons, nor has any of the information contained therein been audited by an independent Qualified Person. The Historical Estimates do not conform to the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards of reporting pursuant to requirements under National Instrument 43-101. As a result, the author wishes to clarify that there are no mineral resources and no mineral reserves on the Up Town Gold Property as defined under National Instrument 43-101. Furthermore, the resource presented by Nickerson (1975) is prior to the ore extraction efforts conducted in 1976 and 1979; the resource (Nickerson, 1975) has not been updated. The author has not independently confirmed the resource (Nickerson, 1975), or the volume of rock that was removed during the 1976 and 1979 operations.

The issuer is not treating the historical estimate as current mineral resources or mineral reserves.

A composite sample was collected in 1976 for metallurgical testing, the sample graded 2.26 oz./T Au (72.9 g/t Au) and gold recovered was reported to be 99.07%. In 1979, 12.125 tons of material was excavated from the Rod Zone. In 1997, 2.2 tons of previously blasted and sorted material were removed from the No. 22 Vein. The weighted average gold grade of this material was reported to be 10.34 g/t (Nickerson, 1997).

The current property outline was staked in 2011 and optioned to Manson Creek Resources. Work over the next three years included property-scale mapping, sampling of the historic workings and mineral occurrences, and diamond drilling at the J7 vein and Fox South Zone. Surface samples collected during this phase of exploration returned gold grades between 1.3 g/t to 113.5 g/t and silver grades greater than 100 g/t.

Since September of 2013, the Property has been explored by North Sur Resources Ltd., Panarc Resources Ltd., Silver Range Resources Ltd., and Rover Metals Corp. Work has included mapping and prospecting, litho-geochemical sampling, channel sampling, and diamond drilling.

In 2013, North Sur Resources completed a four-hole Winkie diamond drill program. Two of these four holes were drilled at the north end of the Rod open pit and two were drilled at the Fox South showing. Hole 13RD-02 drilled 27.47 g/t Au over 2.2 meters (sample length) at the Rod Zone. Hole 13FS-02 drilled 4.67 g/t Au over 2.13 meters (sample length) at Fox South showing.

In 2015, Panarc Resources Ltd. conducted mapping; sampling including channel sampling; total magnetic field and very low frequency electromagnetic (VLF-EM) surveys; and diamond drilling (four Winkie holes). At the Fox South Zone, work consisted of total magnetic field and VLF-EM surveys on two grids (North and South, totaling 20.7 line-km), geological mapping and prospecting. The geophysical surveys failed to image the Fox South Shear Zone, which hosts the mineralization, but did map several rock units based on their apparent magnetic susceptibility and response character. Sample results included 30.3 g/t Au and 12.05 g/t Au from grab samples collected at the Fox South Zone. Four holes were drilled at the Rod Vein, the first of which was abandoned before hitting target depth while the remaining three holes each intersected the vein. These results extended the known strike of the vein 35 meters north of the 1979 production pit. Assays from this program included 7.91 g/t Au over 1.84 meters in 15RD-03 and 2.33 g/t Au over 2.50 meters in hole 15RD-02 (Power, 2015). The production pit that was developed in 1979 was dewatered during drilling operations and exposed the Rod Vein. The vein was then channel sampled in the north wall of the pit. All four channel samples returned grades greater than 10 g/t Au, including a 17.27 g/t Au over 1.20 meters (Power, 2015). Drillcore intervals reported from 2015 drilling are sample intervals and should not be considered true thicknesses.

Work in 2016 consisted of grid-based geological mapping and litho-geochemical sampling; prospecting and rock sampling; a one-day structural geology assessment; and an airborne total field magnetic and radiometric survey. A total of 449 stations were visited during the geochemical sampling program which covered the entire property, except the NW corner of the UTG 1 claim (i.e., Martin Lake and the small area to the NW). Observations of lithology determined that three main lithological groups were present: intermediate to felsic medium-crystalline intrusions (chiefly granite and granodiorite) of the Defeat suite; mafic meta-volcanic rocks of the Yellowknife Greenstone Belt; and diabase dykes of the Dogrib and Indin swarms. Two new discoveries of mineralized quartz veins (Southpaw showing and Right Field vein) were found during this grid mapping program, yielding results from grab samples up to 5.1 g/t Au. A principal component analysis of the geochemical data led to the proposal of two distinct domains within the Property, based mainly on the dominant lithologies. The historic 11S Vein showing was located and yielded grab sample values of 145.5 g/t Au and 19.35 g/t Au from two samples about 100 meters apart along strike of the host structure (Gal, 2016). A total of 732 line-kilometers of an airborne total field magnetic and radiometrics survey were flown at a 50-meter line spacing. The magnetic data clearly delineated the metavolcanics and several diabase dykes on the Property, thereby allowing a refinement of the geological map. The radiometric survey showed relatively increased U, Th, and K in the eastern half of the Property, but also largely corresponding to the domain identified in principal component analysis. The K:Th ratio map seemed to weakly correspond to the western and eastern mineral belts (Gal, 2016).

The first significant diamond drill program was conducted in 2017. This program targeted the Fox South (4 holes) and Rod (10 holes) zones and totaled 803 meters. Multiple days of showing-scale geologic mapping were also completed at the Fox South, Rod, and No.1 zones to tie-in drill holes to the bedrock/outcrop map. The mapping program built on previous mapping at the Fox and Rod zones. A new area of interest was identified on the west side of the Fox Structural trend. Mineralization tends to occupy north-northwest to north-northeast trending narrow decimeter to meter scale deformation zones of quartz and quartz flooding. Gold tenor within these mineralized zones may be of high grade over decimeter scale widths, up to several tens of grams per tonne (Covello, 2017).

At the Fox South Zone, drillholes FS-17-001 and FS-17-002 were collared to test west-dipping structures beneath the historic trenches. These holes intersected two mineralized shears and results support the continuity of gold mineralization to a depth of 30 meters. One interval from these holes comprised 0.32 g/t Au over 9.1 meters, including 2.16 g/t Au over 1.0 meters. Drillholes FS-17-003 and FS-17-004 were drilled approximately 200 meters to the south of the historic trenches undercutting shears that were channel sampled in 2015. Several mineralized sheared intervals were intersected. Samples collected from these intervals returned 5.12 g/t Au over 0.3 meters (sample V744310, FS-17-003) and 1.52 g/t Au over 0.65 meters (Sample V744411, FS-17-004). This drilling indicates that parallel zones of decimeter scale high-grade gold mineralization tend to carry wider sections of lower grade mineralization.

A total of ten holes were completed at the Rod Zone. This drilling concentrated on confirming the gold grades that are reported in the historic reports. A number of holes were also collared to test historic trenches located to the west of the Rod Vein. The bulk of the drillholes drilled under the open pit, or a few 10's of meters along strike to the north. Hole ROD-17-007 was collared approximately five meters north of the open pit and returned an interval of 3.73 g/t Au over 3.3 meters, including 35 g/t Au over 0.3 meters. Hole ROD-17-002 intersected the Rod Vein at the northern limit of the open pit. Analysis from this hole returned 4.28 g/t over 5.4 meters, including 22.10 g/t Au over 0.9 meters. The trenches west of the Rod Vein (main zone) were drill tested for the first time. Three holes drilled the same cross-section beneath the best gold values reported from trenches. All three holes intersected multiple mineralized shears.

Aurora Geosciences Inc. ("**Aurora**") completed very low frequency electromagnetic (VLF) and total field magnetic (Mag) ground surveys in November of 2020. The surveys were completed simultaneously over the same grid centered near the No.1 Vein gold occurrence. A total of 34 line-km of VLF and Mag were surveyed.

Aurora also completed 2D dipole-dipole DC resistivity induced polarization (DCIP) survey was completed in November of 2020. The survey targeted the No.1 Vein and Big Vein gold occurrences. A total of 3.9 line-km was surveyed with 12.5 m dipole lengths and a receiver array length of 62.5 m. Modelled results identify two anomalous areas of coincident chargeability and resistivity that share a close spatial correlation with mapped veins near the No.1 Vein.

The above work completed, along with the cost of updating Technical Report was $81,497.91.

Geological Setting

The Property lies in the southern Slave Geological Province (Slave), an Archean cratonic block. Bedrock lithologies in the Slave range in age from 4.05 Ga to 2.55 Ga. The oldest rocks of the Slave are remnants of felsic granitoids and gneisses ranging between 3.2 Ga to 2.8 Ga and the Acasta gneisses between 4.05 Ga to 3.8 Ga.

The Slave is dominated by ca. 2.73 – 2.63 Ga greenstone and turbidite sequences. These rocks have been intruded by plutonic suites that range in age from ca. 2.72 – 2.58 Ga. The crust of the Slave is believed to have amalgamated during a 2.69 Ga collision event between analogous island-arc terranes (Hackett River) to the east, and a basement complex (Central Slave Basement Complex), along a N-S suture. Rocks of the Acasta Gneiss in the basement complex are the oldest recorded in situ on Earth.

The Property is located in the Defeat Suite Western Plutonic Complex (2.64–2.58 Ga), west of the Yellowknife Greenstone Belt (YGB), and the Duncan Lake Group metaturbidites (2.66 Ga). The YGB consists of a northeast striking, steeply southeast dipping homocline of mafic metavolcanic and intrusive rocks of the Kam Group (2.72-2.70 Ga), structurally overlain by northeast striking intermediate and felsic metavolcanics of the Banting Group. The Defeat Suite represents a major plutonic event in the Yellowknife region. The plutonic complex, which is host to the Up Town Property, is located west of the YGB (Western Plutonic Complex) belongs to this suite of granitoids. The Defeat Suite is characterized by massive to foliated, homogeneous to porphyritic biotite-trondhjemite-granodiorite-granite plutons. The age of Defeat Suite plutonism in the Yellowknife region is restricted to 2620-2630 Ma.

Mineralization

Gold mineralization in the Western Plutonic Complex is associated primarily with north-northeast-trending, west-dipping structures (Brophy and Irwin, 1994; Covello, 2017). These orientations are consistent with the main Proterozoic (D_2) structures (Stubley, 2016). Mineralization tends to occupy north northwest to north-northeast trending narrow decimeter to meter scale zones of quartz and quartz flooding (Covello, 2017). Gold tenor within these mineralized zones may be of high grade over decimeter scale widths, up to several tens of grams per tonne. Narrow discontinuous zones of very weak sericite alteration may accompany mineralization. A narrow (<2m) north-northeast to north trending sub vertical weakly foliated and weakly sericitic envelope may also accompany mineralization.

Deposit Types

Mineralization at the Up Town Gold Property is described as Archean granitoid hosted lode gold in style. (Wyllie, 2013). This is a sub-class of Archean lode gold deposits, differing insofar as they are hosted in granitic to granitoid rocks, commonly adjacent to volcano-sedimentary greenstone belts. These targets are mesothermal, structurally controlled, and hosted by Archean intrusive rocks. Canadian examples include: Renabie, Hammond Reef and Cote Lake.

Exploration

Aurora Geosciences Ltd. completed very low frequency electromagnetic (VLF) and total field magnetic (Mag) ground surveys November of 2020. The surveys were completed simultaneously over the same grid centered near the No.1 Vein gold occurrence. A total of 34 line-km of VLF and Mag were surveyed. The magnetic survey was successful at delineating several structural features that spatially correlate with the No 1. and Big Vein occurrences. The high-resolution ground survey adds value to the property-scale airborne magnetic survey and is an effective tool to evolve the structural-controlled mineralization model. The VLF-EM survey did not map any conductors that are conclusively related to the known gold occurrences. Instead, conductors are associated with overburden and other physiographic features.

A 2D dipole-dipole DC resistivity induced polarization (DCIP) survey was completed in November of 2020. The survey targeted the No.1 Vein and Big Vein gold occurrences. A total of 3.9 line-km was surveyed with 12.5 m dipole lengths and a receiver array length of 62.5 m. Modelled results identify two anomalous areas of coincident chargeability and resistivity that share a close spatial correlation with mapped veins near the No.1 Vein.

An airborne LiDAR survey was completed over the entire property in June of 2021. The survey was executed to assist in a structural interpretation of the geology and controls on gold mineralization to assist with future exploration programs. While the results of this interpretation are not complete, initial assessment shows that there are a number of linear features that may be associated with potential shear zones.

A legal survey of mineral claims K15962 and K15963 was conducted in August of 2021. The survey and application to lease was submitted to the Mining Recorder's Office in September 2021. The application is in process.

Drilling

In 2021, the Company contract Aurora Geosciences Ltd. of Yellowknife to manage a diamond drill program at the Uptown Gold property. A total of 976 meters were drilled in 20 holes that were completed between October 5th and October 31st, 2021.

Six of the showing areas on the Property where drill-tested during the program. The showings include previously drilled Fox South, No.1 zone, J7, and No. 22 Vein, and newly tested Baker West and R45 showings. The Baker West and R45 showings tested anomalous surface grab sample results.

NQ core was retrieved in all holes. The core was logged, split, and sampled in the Aurora warehouse. A total of 224 core samples and 16 QA/QC samples were submitted to the ALS Laboratories preparation facility in Yellowknife.

The analyses of the 240 samples are pending laboratory analyses. A summary of the drill collars completed in 2021 is presented in Table 3.

Table 3. Drill Program Collar Summary for 2021 drill program

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-001	634302	6932412	11	58	086	-44.5	Fox South
UTG-21-002	634302	6932412	11	62	086	-68	Fox South
UTG-21-003	634302	6932412	11	38	136	-45	Fox South
UTG-21-004	634302	6932412	11	50	136	-60	Fox South
UTG-21-005	633194	6934957	11	44	320	-45	No. 1 Zone
UTG-21-006	633194	6934957	11	32	320	-65	No. 1 Zone
UTG-21-007	633194	6934957	11	25	294	-45	No. 1 Zone
UTG-21-008	633194	6934957	11	32	294	-65	No. 1 Zone

UTG-21-009	633165	6934787	11	46	073	-45	No. 1 Zone
UTG-21-010	633165	6934787	11	71	074	-58	No. 1 Zone
UTG-21-011	632801	6935182	11	35	052	-45	J7
UTG-21-012	632801	6935182	11	88	052	-55	J7
UTG-21-013	632801	6935182	11	95	024	-45	J7
UTG-21-014	632235	6933911	11	55	073	-45	Baker West
UTG-21-015	632235	6933911	11	92	074	-55	Baker West
UTG-21-016	632448	6932330	11	31	268	-45	R45
UTG-21-017	632448	6932330	11	34	295	-45	R45
UTG-21-018	632084	6932215	11	32	309	-45	22 Vein
UTG-21-019	632084	6932215	11	26	309	-65	22 Vein
UTG-21-020	632084	6932215	11	30	308	-80	22 Vein

Fox South Zone

At the Fox South zone, drill collars were selected to test the southern extension of the shear zone-hosted mineralization intersected during the 2017 drill program. A total of four holes were drilled from one setup location for a total of 208 meters (Table 4).

Table 4. Fox South 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-001	634302	6932412	11	58	086	-44.5	Fox South
UTG-21-002	634302	6932412	11	62	086	-68	Fox South
UTG-21-003	634302	6932412	11	38	136	-45	Fox South
UTG-21-004	634302	6932412	11	50	136	-60	Fox South

UTG-21-001 and 002 were collared at an azimuth of 086-44.5˚ and 086-68˚, respectively. These holes consist of a mottled black, white, and grey granodiorite with zones of sericite and hematite alteration that halo the sheared and silicified intervals. The hematite alteration is generally weak to moderate, giving the matrix a medium red/pink tint. Rare intervals of strong hematite alteration are thin and spatially associated with fracture networks. Moderate pervasive sericite alteration is common, giving the un-hematized core a moderate grey color. Large intervals of sericite (argillic) alteration replace feldspar and biotite leaving a pervasively altered quartz-plagioclase rich granitoid. Trace fine-grained pyrite may be disseminated adjacent the silicified shears. The sericite alteration is associated with an increase in mm-cm-thick white to grey quartz veins, trace pyrite, and pink quartz veins.

UTG-21-003 and UTG-21-004 were collared at 136-45° and 136-60, respectively. The rock composition and alteration assemblages are similar to holes UTG-21-001 and UTG-21-002 but show less argillic alteration overall. Low-angle (to core axis) grey to white quartz veins and lesser pink quartz are observed in the sheared intervals.

No.1 Zone

The four collars drilled in the No.1 zone were selected to test the continuity of surface channel samples at depth. The channel samples were located in a historic trench that defines the central No.1 Zone mineralized occurrence. The No.1 zone was drilled in the 1960's, however, the detailed records of this drilling have been lost. In 2021, A total of 250 meters were drilled in six holes at the No.1 zone (Table 5).

Table 5. No. 1 Zone 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-005	633194	6934957	11	44	320	-45	No. 1 Zone
UTG-21-006	633194	6934957	11	32	320	-65	No. 1 Zone
UTG-21-007	633194	6934957	11	25	294	-45	No. 1 Zone
UTG-21-008	633194	6934957	11	32	294	-65	No. 1 Zone
UTG-21-009	633165	6934787	11	46	073	-45	No. 1 Zone
UTG-21-010	633165	6934787	11	71	074	-58	No. 1 Zone

Drillholes UTG-21-005 and UTG-21-006 were collared at 320˚-45˚ and 320-65˚. These holes host two distinct and intercalated granitoids. The more abundant granitoid (~75%) is a moderate pink/red quartz- poor biotite granodiorite that displays moderate to strong hematite alteration causing the core to be stained a moderate to dark red/pink. The second granitoid is a biotite quartz monzodiorite that is dark grey in color. The monzodiorite looks to be a later intrusive phase as it has little to no hematite alteration.

The silicified and mineralized shear zone is spatially associated with a strongly hematized fine-grained granodiorite. The shear zone is a highly strained and inter-banded zone of multiple quartz veins, hematized granodiorite, clay, and late calcite veins.

Drillholes UTG-21-007 and UTG-21-008 were collared at 294˚--45 and 294-65˚, respectively. These holes share a drill setup with holes UTG-21-005 and UTG-21-006. The core is host to the same lithologies to those seen in UTG-21-005 and UTG-21-006 but is locally more hematized.

The mineralized shear zone displays small mm-sized highly strained massive quartz veins, sericite, biotite, chlorite, and strong hematite banding.

UTG-21-009 was collared at 073˚-45˚. UTG-21-010 was collared at 074˚-58˚. The core predominantly consists of two lithologies. The more predominant lithology is a biotite granodiorite similar to that seen in holes UTG-21-005 to UTG-21-008. This phase is intruded by a moderately hematite altered, pink-quartz and k-spar rich pegmatite.

The shear zone in these holes consists of banded grey/white/pink quartz, hematite, and sericite. Large 1-2 cm quartz veins are associated with the shear zone. Coarse disseminated massive pyrite is adjacent to, and within, the quartz veins.

J7 Zone

J7 Zone was previously drilled tested with six holes, most recently in 2012. The 2021 drilling aimed to confirm the results of the 2012 program and prove the continuity of mineralization at depth. Detailed drill information from the four holes drilled prior to 2012 is not available in the public record. A total of three holes for 218 meters were completed at J7 (Table 6).

Table 6. J7 Zone 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-011	632801	6935182	11	35	052	-45	J7
UTG-21-012	632801	6935182	11	88	052	-55	J7
UTG-21-013	632801	6935182	11	95	024	-45	J7

Holes UTG-21-011 and UTG-21-012 were collared at 052˚-45˚ and 052°-55˚, respectively. Hole UTG-21-013 has the same collar as the other two holes, but an azimuth of 024˚ and a dip of -45˚. All three holes host similar lithologies of a grey-white unaltered biotite granodiorite, light pink potassic feldspar-rich biotite granodiorite, and pegmatite. The unaltered biotite granodiorite is white in colour and shares the same modal composition as the altered granodiorite. The pink granodiorite is similar with an increase in potassic feldspar and pink quartz. The pegmatite is comprised of 3-5 cm feldspar and pink quartz crystals. The holes also intersected short intervals of biotite and plagioclase rich granodiorites.

The shear zone is a dark grey feldspar and quartz rich zone with a quartz vein running at a low angle (~5-10˚) to core axis, and sericite alteration common between the quartz veins. Pyrite is locally present at the quartz vein margins and as massive disseminations within the veins.

Baker West Zone

The Baker West Zone is a silicified shear zone located along the western margin of Baker Lake. The drill target is a surface grab sample collected in 2016 from the shear zone that returned 2.16 g/t Au. Two additional samples located along the shear zone 145 meters to the south returned 0.58 g/t Au and 0.62 g/t Au. The shear zone is interpreted to be 600 meters in length. A total of two holes were drilled from one setup to test the shear zone (Table 7).

Table 7. Baker West Zone 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-014	632235	6933911	11	55	073	-45	Baker West
UTG-21-015	632235	6933911	11	92	074	-55	Baker West

UTG-21-014 and UTG-21-015 were collared at 073˚-45˚ and 074°-55°, respectively. The core consists of unaltered, biotite-rich granodiorite, and pink quartz-rich granodiorite. The granodiorites are intruded by an melanocratic aphanitic dyke.

The shear zone consists of two 5-10 cm quartz veins with trace amounts of pyrite on the margins of the quartz veins. The sheared interval between quartz veins includes hematite and chlorite altered bands of granodiorite at a high angle (~80˚) to core axis.

R45 Zone

The R45 Zone is a historic trench that has not record of corresponding drilling. Two grab samples collected from the trench in 2016 returned 145 g/t Au and 37 g/t Au. A total of 65 meters were drilled in two holes from one setup location (Table 8).

Table 8. R45 Zone 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-016	632448	6932330	11	31	268	-45	R45
UTG-21-017	632448	6932330	11	34	295	-45	R45

UTG-21-016 and UTG-21-017 were collared at 268˚-45˚ and 295˚-45˚. The country rock in both holes consists of a light to dark pink, weakly hematite-altered biotite granodiorite. Small intervals of plagioclase and biotite rich granodiorite are logged.

The sampled shear zone consists of minor quartz veining associated with biotite and sericite alteration. The smaller shear zones host trace disseminated pyrite.

No.22 Vein

The No. 22 showing was drill tested in the 1960's. Bittern Investments Ltd. bulk sampled the 22 Vein in 1997, and reported an average grade of 10.34 g/t Au from two tons of material (Nickerson, 1997). Three drillholes totaling 88 meters were completed from one setup to test the showing to depth (Table 9).

Table 9. No.22 Zone 2021 Drilling Summary

DDH #	UTM_E	UTM_N	NAD 83 Zone	Total Depth	Azimuth	Dip	Zone
UTG-21-018	632084	6932215	11	32	309	-45	22 Vein
UTG-21-019	632084	6932215	11	26	309	-65	22 Vein
UTG-21-020	632084	6932215	11	30	308	-80	22 Vein

UTG-21-018 and UTG-21-019 have an azimuth of 309˚ and dips of -45˚ and -65˚, respectively. UTG-21-020 has an azimuth of 308˚ and a dip of -80˚ All three holes contain similar lithologies consisting primary of a biotite and plagioclase-rich granodiorite.

The shear zones consist of 2-3 quartz veins (3-7 cm thick) intercalated with a weak sericite-altered biotite-rich groundmass. Trace amounts of fine-grained pyrite is disseminated throughout the shear zone, with a slight increase in disseminated pyrite in the quartz veins.

Sample Preparation, Analyses and Security

2021 Diamond Drilling

The Company has not received the results from the 2021 diamond drill program.

All drill core samples will be analyzed by ALS Global Minerals Labs (ALS), of Vancouver, British Columbia. Sample preparation was completed at ALS's Yellowknife preparation facility in December of 2021. ALS is independent to the Company. ALS is an ISO 17027 and ISO 9001 company.

For the 2021 diamond drill program, 240 samples were collected comprising 210 Au-SCR21 samples and 30 Au-AA25 samples (Table 10).

Table 10. 2021 Diamond Drill Program Sample Summary

Drillhole	Sequence Start	Sequence End	Standards	Blanks	Total
UTG-21-001	Y032201	Y032256	2	1	56
UTG-21-002	Y032257	Y032288	1	1	32
UTG-21-003	Y032289	Y032308	0	1	20
UTG-21-004	Y032309	Y032337	1	1	29
UTG-21-005	Y032338	Y032341	0	0	4
UTG-21-006	Y032342	Y032345	0	1	4
UTG-21-007	Y032346	Y032348	0	0	3
UTG-21-008	Y032349	Y032352	0	0	4
UTG-21-009	Y032353	Y032357	0	1	5
UTG-21-010	Y032358	Y032369	1	0	12
UTG-21-011	Y032370	Y032383	0	1	14
UTG-21-012	Y032384	Y032395	1	0	12
UTG-21-013	Y032396	Y032403	0	0	8
UTG-21-014	Y032404	Y032407	0	0	4
UTG-21-015	Y032408	Y032414	0	1	7
UTG-21-016	Y032415	Y032420	0	0	6
UTG-21-017	Y032421	Y032425	1	0	5
UTG-21-018	Y032426	Y032429	0	0	4
UTG-21-019	Y032430	Y032434	0	0	5
UTG-21-020	Y032435	Y032440	1	0	6
		SUM	8	8	240

Core handling

Drill core was placed in labelled core boxes at the drill site by the Northtech drill staff. The boxes were then sealed and transported by helicopter and truck to the Aurora logging facility in Yellowknife under the supervision of Aurora staff. The logging facility is considered a secure facility as only Aurora staff are permitted on the facility, and it is locked after hours. Visitors to the facility during the program were supervised by the program geologist.

<u>Core cutting and sampling</u>

Samples were identified in the core boxes by the logging geologist during the logging process. Sample tags were stapled to the core box at the start of each sample interval. The geologist marked a line on the core to indicate the required cut and the material to be sampled. Upon cutting, half the sample tag was removed from the sample box and placed in a sample bag, the bag was labelled with the sample number.

The core was halved using a wet saw. Fresh water was used to lubricate and clean the samples while cutting to prevent cross-sample contamination. Half the cut interval was returned the core box, the other half was placed in the plastic sample bag and immediately sealed.

The lab-ready samples were placed in rice bags and sealed with plastic straps. These samples were stored in the locked Aurora warehouse until they were transported to ALS. Aurora's expeditors transported the samples directly from the Aurora warehouse to ALS by truck.

Lab Analysis

Two analysis strategies were utilized during the program based on the amount of visible sulphide or gold mineralization logged in the core.

Samples that were selected for analysis based on prospective structure or alteration in the absence of visible mineralization were analysed by Au-AA25. The samples were prepped by the PREP31-D sequence (Crush to 70% less than 2mm, riffle split off 1kg, pulverize split to better than 85% passing 75 microns).

Samples with suspected visible gold were analysed by Au-SCR21. The samples were prepped by the PREP31-D sequence (Crush to 90% less than 2mm, riffle split off 1kg, pulverize split to better than 85% passing 75 microns.).

Sampling QA/QC

Blank or standard material was inserted in the sample matrix inserted into the sample matrix opportunistically to test the lab for sample cross-contamination as well as analytical accuracy. For example: a high-grade standard was inserted into a group of twenty, where lower gold grades are expected; or vise-versa. Or a blank may be inserted in sequence after a high-grade standard. The sample matrix would be recorded as generated.

Standard and blank material was source from CDN Resource Laboratories Ltd. All standards were silica-based and packages in 60-gram bags that were sealed at the lab.

A total of 8 blanks and 8 gold standards were inserted into the sample matrix.

Data Verification

As part of Mr. MacMorran's review, the following verification checks on the Up Town Gold project were conducted:

- Site visit on November 24th, 2021;
- Review of geological and mineralization interpretations;
- Review of historic and recent exploration programs;
- Reviewed legal title to the property and believes the statements contained within this report pertaining to the claim status and ownership to be true and complete;
- Review of QA/QC data protocols, methods, data integrity and validation of drilling, chip-sampling, geophysical surveying, and surface sampling data.

On November 24th, 2021, Mr. MacMorran visited the Property and verified locations of historic workings, including trenches, drill hole collar locations, geophysical grids, and channel samples.

Mr. MacMorran is of the opinion that the Company published and practiced procedures for collection of data in the field and transposition of these data into data 'products' to support evaluation work meet industry best practice guidelines.

Mineral Processing and Metallurgical Testing

The Property is still considered a relatively early-stage exploration project and as such no modern mineral processing or metallurgical testing has been undertaken.

Mineral Resource and Mineral Reserve Estimates

There are no current mineral resource or mineral reserve estimates for the Property.

Interpretation and Conclusions

Prior to 2011, exploration on the Up Town Gold property outlined a structurally-controlled gold mineralized system. Since 2011, work on the Property has focused on exploring for Archean granitoid hosted lode gold mineralization, and more specifically, lower-grade larger tonnage mineralization that may be associated with such a system. It is the potential for higher tonnage (at lower grade) deposits that separates the granitoid-hosted deposits from the more traditional, and often adjacent, greenstone hosted lode gold systems.

A growing number of Archean granitoid-hosted lode gold deposits is creating more awareness of this gold deposit sub-class. They share many of the same characteristics of greenstone hosted deposits, including temperature of formation, structural control, and economic mineralization. Key differences include sulphide tenure, alteration mineralogy and host lithology.

In addition to the ground geophysics programs completed in 2020 and the diamond drilling in 2021, exploration work has included 732 line-kilometres of airborne total field magnetic and radiometric surveying, 990.18 metres of diamond drilling in programs conducted during 2013, 2015 and 2017 at the Rod and Fox South zones, showing-scale mapping at the Rod, Fox South, and No. 1 zones, several prospecting programs, and a moderate amount of targeted channel sampling in 2015.

Gold showings on the property can be grouped into one of two linear structural trends, each with subtle variations in alteration and mineralogy (White, 2017). These trends are known as the 'Lode Gold Domain' and 'Shear Domain' and are located along the eastern and western regions of the property, respectively (White, 2017). The 'Lode Gold Domain' is defined by an elevated sulphur (sulphide) association and relatively abundant hematite alteration. The 'Shear Domain' is associated with less pervasive sulphide mineralization and contains higher amounts of silicification and sericitization in the absence of hematite alteration. Both zones are comprised of many smaller and discontinuous silicified brittle and ductile deformation zones. The deformation zones are variably mineralized laterally along strike and at depth. Grades range from 100's of grams/tonne in surface grab samples to 10's of grams/tonne over decimetre-size intervals in drill core. Drilling indicates that parallel zones of decimetre scale high-grade gold mineralization tend to carry wider sections of lower grade mineralization (Covello, 2017). Mineralization at both zones may occur as two or more sub-parallel lenses spaced up to 20 metres apart (Covello, 2017).

The Mag-VLF and IP ground geophysics programs completed in November and December of 2020 at the Big Vein and No. 1 gold occurrences were not successful in directly identifying the mineralized quartz veins. Instead, these surveys have provided an indirect tool for mapping lithological and structural controls on the quartz veins that may refine future exploration programs.

Ground magnetic survey results confirm those from airborne magnetic surveys, providing more detailed information. Furthermore, VLF-EM survey conductors can discriminate magnetic responses between structures and more subtle changes in lithology.

The IP survey was an orientation survey designed to test the application of this tool and its ability to locate sulphide-bearing quartz veins. The survey produced a moderate resistivity and chargeability response over the No.1 vein, as well as some of the adjacent less mineralized veins.

A preliminary interpretation of the airborne LiDAR survey shows that there are a number of previously unrecognized linear features that correspond with the prominent NNE-SSW orientation for the gold-bearing shear zones. Addition interpretation is required to finalize and ground truth a structural interpretation of the LiDAR data.

Diamond drilling completed in 2021 was designed to test gold-bearing silicified shear zones that were sampled at surface. Some of the targeted zones (Fox South, No.1, J7, N.22 Vein) had been drilled historically; zones R45 and Baker West were newly drilled in 2021.

2021 drilling at Fox South targeted the continuity of the shear zone 150 meters to the south of the mineralized drill holes completed in 2017. The four holes successfully interested the silicified and sulphidized shear zone. The No.1 and No.22 Vein zones were drilled in the 1960's, much of the drill information has been lost for these showings, and there is limited evidence of drill collars preserved in the field. The 2021 drill campaign aimed to test the continuity gold values returned from recent surface sampling (2006 to 2016) to depth. All 2021 drillholes completed at the No.1 and No.22 Vein zones successfully intersected the silicified shear zone at depth. In 2015, short holes were drilled at the J7 zone with a Winkie drill; BQ core was sampled. This program was of limited success and only tested the zone at a very shallow depth. The 2021 drill program tested the best mineralized trenches at greater depth and successfully interested the shear zone in all drillholes. The shear at the R45 zone was intersected in both diamond drill holes.

Project Expenditures to Melius Capital Corp. for 2020 and 2021

2020 Geophysics Program and reporting (inclusive)	$77,617.06
2021 LiDAR Survey (inclusive)	$25,812.50
2021 Legal Lease Survey (inclusive)	$76,672.58
2021 Diamond Drill Program (inclusive)	$438,554.19
TOTAL Exploration Expenditures	$618,656.33

Recommended Work Program

Exploration conducted on the property since 2012 has confirmed several historic gold showings, and has also identified new ones. Gold showings on the Property can be classified into two domains based on their mineral and alteration associations. Both domains are host to numerous north-northwest to north-northeast trending narrow, decimetre to metre-scale, zones of quartz veining and flooding (Covello, 2017). Gold tenor within these mineralized zones has been shown to contain significant gold grades over decimetre-scale widths, up to several tens of grams per tonne.

Future exploration on the Property should focus on reconciling zones of small and somewhat discontinuous zones of mineralization within shears exposed in outcropping bedrock with larger coherent mineralized orebodies. Outcrop exposure on the Property is characterized by extensive areas of continuous outcrop, particularly in the 'Lode Gold Domain', separated by swamps or lakes up to several hundred metres wide. If broader zones of structural failure-related gold mineralization are to be found, it will be within overburden-covered areas where softer less competent rocks may be more likely to occur. To this end, future exploration should focus on overburden covered areas.
A phased approach is recommended to continue exploring the property:

- Phase 1: under the terms and conditions of the Assignment Agreement between the Company, Rover, SRR and Panarc, the Company must keep the Property in good standing. Mineral claims K15961, K15694, K15695, and K15696 will come to term in December of 2022 and must be legally surveyed to a Mining Lease.

- Phase 2: The 2021 diamond drill program tested many of the historic, and two new mineralized showings. Additional diamond drilling in recommended at all mineral showings on the Property. The priority and amount of drilling would be determined after considering the analytical results from the 2021 drill program in the context of the 2020 ground geophysical data and LiDAR survey.

A budget of CDN$750,000 is recommended to conduct the next phase of exploration at the Up Town Gold property.

Exploration Phase	Estimated Budget CDN
Legal Survey of Mineral Claims to Mining Lease (Mineral claims K15961, K15694, K15695, and K15696)	$100,000
Diamond Drilling (est. 1,500 m inclusive)	$650,000
Total Estimated Budget	$750,000

USE OF AVAILABLE FUNDS

As of January 31, 2022, the Company has aggregate available funds of $402,453. The Company intends to use the available funds as follows over the next 12 months:

Principal Purpose	Available Funds
Exploration Expenditures (1)	$100,000
Prospectus and exchange Listing Costs (2)	$45,000
Estimated general and administrative expenses for 12 months (3)	$ 111,000
Unallocated working capital (4)	$ 146,453
TOTAL:	**$ 402,453**

(1) The Property expenses due or expected to be paid in the next 12 months include completion of phase 1 of the exploration as defined in the Technical Report specifically including the legal survey of mineral claims to mining lease of mineral claims K15961, K15694, K15695, K15696.

(2) Including legal, audit, translation services, securities commissions, and Exchange fees.

(3) A breakdown of the estimated general and administration expenses for the 12 months following the Company becoming a public company is set out below:

12 Month General & Administrative Expenses	**($)**	**($)**
	Monthly	**Annual**
Audit	1,000	12,000
Legal	1,500	18,000
Consulting Fees	4,000	48,000
Office Expenses	250	3,000
Shareholder Communications	500	6,000
Transfer Agent / Filing Fees	1,500	18,000
Miscellaneous	500	6,000
Total	**$9,250**	**$111,000**

(4) The use to which the $146,453 of 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 retains unallocated working capital to 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, the possibility of pursuing opportunities to acquire interests in other properties.

The nature of the Company's business is junior mining and exploration. As such, revenues will not occur in the near term. Therefore, all expenses, and related negative cash flows from operations, are funded in full by the proceeds of the distribution.

The Company has sufficient resources to continue operations for the next 12 months in the absence of additional financing. All payments to the Rover and SRR owed by the Company pursuant to the Assignment Agreement have been paid. Additional exploration expenditures required under the Assignment Agreement need to be incurred by June 30, 2023.

The Company has had negative cash flow from its operating activities since its incorporation and expects to continue to have negative cash flow from its operating activities in the future. The Company's source of funds since incorporation has been from the sale of equity capital and the Company expects that equity capital will continue to be its source of funds in the future. See "Risk Factors" for further disclosure of the risk of negative cash flow from its operating activities.

The Company's business objectives using the available funds described above are to complete phase one of the exploration program recommended under the Technical Report.

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

SELECTED FINANCIAL INFORMATION

Summary of Annual Financial Information

The following table sets forth summary financial information for the Company for the period from incorporation on March 23, 2018, to September 30, 2021. This information has been summarized from the Company's audited financial statements for the same period and the interim financial statements for the nine-month period ended September 30, 2021. This summary of financial information should only be read in conjunction with the Company's financial statements, including the notes thereto, included with this prospectus.

	Period from Incorporation to September 30, 2021
Mineral properties	$ -
Total assets	$ 1,650,789
Total revenues	$-
Long-term debt	$-
Property investigation fee(1)	$ 275,447
General and administrative expenses(2)	$ 525,004
Net loss	$ (312,584)
Basic and diluted loss per share (3)	$(0.01)

(1) The $275,447 of property investigation fees are included on the Prepaid Expenses line item of the Interim Statements.
(2) The $525,004 of general and administrative expenses is recorded as follows:
- $300,000 as Consulting Expenses in the Annual Statements.
- $137,222 as Consulting Expenses, $11,066 as Filing Expenses, $30,152 as Investor Communications Expenses $43,843 as Professional Fees and $2,721 as Office Fees recorded in the Interim Statements.

(3) Based on weighted average number of common shares issued and outstanding for the period.

DIVIDEND RECORD AND POLICY

The Company has not, since the date of its incorporation, declared or paid any dividends on its common shares. The Company intends to retain its earnings to finance growth and expand its operations and does not expect to pay any dividends in the foreseeable future. The Company does not currently have a policy with respect to the payment of dividends.

DESCRIPTION OF THE SHARE CAPITAL

The authorized share capital of the Company consists of an unlimited number of common shares without par value. At the date of this prospectus, the Company has an aggregate of 70,356,340 fully paid Common Shares issued and outstanding.

The holders of the Company's Common Shares are entitled to:

- vote at all meetings of shareholders of the Company;
- receive any dividends declared by the Company;
- receive the remaining property of the Company upon the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary;
- with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the special shares;
- if any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital; and

- unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

Special Warrants

On August 29, 2021, the Company closed a private placement and issued 123,500 Special Warrants at a price of $0.10 per Special Warrant for gross proceeds of $12,350 and it issued 200,000 Special Warrants as compensation in connection with the Offering. On December 30, 2021, 323,500 Special Warrants were converted into 323,500 Common Shares. As of the date of this prospectus, there are outstanding Nil Special Warrants exercisable to acquire Common Shares.

Performance Warrants

On January 11, 2021, the Company issued 5,875,000 Performance Warrants to arms-length individuals that were exercisable upon the occurrence of release events. Each Performance Warrant entitled the holder thereof to acquire, upon exercise, prior to the expiry date of January 11, 2026, one Common Share. As of the date of this prospectus, there are Nil outstanding Performance Warrants exercisable to acquire Common Shares.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the dates indicated. This table should be read in conjunction with the financial statements of the Company (including the notes thereto) contained in this prospectus.

Description	Outstanding as at September 30, 2021	Outstanding as at the date of this prospectus
Common shares	70,032,840	70,356,340
Special Warrants	323,500	Nil
Performance Warrants	Nil	Nil
Share capital	$2,114,440	$2,125,599
Long-term debt	Nil	Nil

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Company has adopted a stock option plan (the "**Plan**") which provides eligible directors, officers, employees and consultants with the opportunity to acquire an ownership interest in the Company and is the basis for the Company's long-term incentive scheme. The key features of the Plan are as follows:

- The aggregate number of common shares that may be issued pursuant to the exercise of options awarded under the Plan and all other security-based compensation arrangements of the Company shall not exceed **10% of the outstanding issued and outstanding shares** at any given time, subject to the following additional limitations: (i) the aggregate number of options granted to any one person under the Plan within a 12 month period, together with all other security based compensation arrangements of the Company, must not exceed 5% of the then outstanding number of shares, in the aggregate (on a non-diluted basis); and (ii) options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued shares, in the aggregate, in any 12 month period to persons employed to provide investor relations activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than ¼ of the options vesting in any 3 month period.
- The options have a maximum term of ten years from the date of issue.
- Options vest as the board of directors of the Company may determine upon the award of the options.
- The exercise price of the shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange. Once the exercise price has been determined by the Board,

accepted by the Exchange, if necessary, and the option has been granted, the exercise price of an option may be reduced upon receipt of Board approval, subject to any requirements of the Exchange.

- The expiry date of an option shall be the earlier of the date fixed by the Company's board of directors on the award date, and: (a) in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and if and to the extent that such Participant was entitled to exercise the Option at the date of his death; (b) If a Participant shall cease to be a director, officer, consultant, employee of the Company, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days, subject to adjustment at the discretion of the Board, after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Company.

The Plan may be terminated at any time by resolution of the board of directors, but any such termination will not affect or prejudice rights of participants holding options at that time. If the Plan is terminated, outstanding options will continue to be governed by the provisions of the Plan.

Outstanding Options

As of the date of this prospectus, there are Nil stock options outstanding.

PRIOR SALES

The following table summarizes the issuance of securities by the Company from date of incorporation to the date of this prospectus.

Allotment Date	Price per Security	Type of Security	No. of Securities	Reason for Issuance
March 23, 2018	$0.0001	Common Shares	12,000,000	Private Placement
November 2, 2020	$0.02	Common Shares	1,500,000	Private Placement
December 1, 2020	$0.02	Common Shares	15,000,000	Consulting Services
December 3, 2020	$0.02	Common Shares	9,500,000	Private Placement
January 11, 2021	$0.02	Warrants	5,875,000	Issuance of Performance Warrants
February 25, 2021	$0.02	Common Shares	15,336,840	Private Placement
March 23, 2021	$0.10	Common Shares	3,000,000	Rover assignment agreement
June 23, 2021	$0.10	Common Shares	6,891,000	Private Placement
June 30, 2021	$0.10	Common Shares	930,000	Debt Settlement
July 22, 2021	$0.02	Common Shares	2,250,000	Exercise of Performance Warrants
August 29, 2021	$0.10	Special Warrants	323,500	Private Placement
Sept 24, 2021	$0.02	Common Shares	3,625,000	Exercise of Performance Warrants

Allotment Date	Price per Security	Type of Security	No. of Securities	Reason for Issuance
December 30, 2021	-	Common Shares	323,500	Conversion of Special Warrants
Total securities issued since incorporations			70,356,340 Common Shares 5,875,000 Warrants 323,500 Special Warrants	
Total securities issued and outstanding as at the date of this prospectus			70,356,340 Common Shares	

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

In accordance with the policies of the applicable securities commissions and the Exchange, Dixon Lawson, Michael Hudson, Jessica Patterson, Paul Chung, Milos Masnikosa and Robert Davies (the "**Escrow Shareholders**") have entered into an agreement (the "**Escrow Agreement**") with the Company and National Securities Administrators Inc. (the "**Trustee**"), whereby they have agreed to deposit in escrow their common shares (the "**Escrowed Shares**").

The number of Escrowed Shares is as follows:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Common Shares	2,500,000(1)	3.55%

(1) Of the common shares deposited with the Trustee, 10% will be released to the Escrow Shareholders on the date the Common Shares are listed on the Canadian Securities Exchange (the "First Release"), and an additional 15% will be released to the Escrow Shareholders on each of the dates that are 6, 12, 18, 24, 30 and 36 months after the First Release, or at any time prior thereto with the consent of the applicable regulatory authorities.

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

PRINCIPAL HOLDERS OF COMMON SHARES

To the knowledge of the directors and senior officers of the Company, no person or company, as at the date of this prospectus, will beneficially own, directly or indirectly, or exercises control or direction over Common Shares of the Company carrying more than 10% of the outstanding voting rights attached to the Company's Common Shares.

DIRECTORS AND OFFICERS

Details regarding the directors and officers of the Company as at the date of this prospectus are as follows:

Name, Residence and Current Position with the Company	Date Appointed (1)	Principal Occupation or Employment during the Past Five Years (2)	Number of Common Shares (3)
Paul Chung (4) Richmond, British Columbia, Canada Director	March 23, 2018	Geologist with International Lithium Corp.	300,000
Jessica Patterson Orangeville, Ontario, Canada Director	March 23, 2018	Director of Arctic Fox Minerals Corp., unemployed to raise family, chemist at Glencore SINO.	300,000
Michael Hudson (4) Ottawa, Ontario Canada Director, Chief Financial Officer	March 23, 2018 (Director) April 1, 2021 (CFO)	Semi-retired. Previously accountant and partner at Grant Thornton LLP.	300,000
Milos Masnikosa (4) Etobicoke, Ontario Canada Director	March 2, 2021	Graduate of Ivy business school at the University of Western Ontario. Financial Analyst for Walmart Canada.	300,000
Robert Davies Stouffville, Ontario Canada Director	September 1, 2021	Mining and Geological Consultant with SNC Lavalin.	300,000
Dixon Lawson Whistler, British Columbia Canada Chief Executive Officer, President and Secretary	September 1, 2021	Semi-retired. OMM, CD, MPM, PMP, Executive. Mr. Lawsons most recent venture in the past 5 years was founding an aviation company.	1,000,000

(1) Each director of the Company ceases to hold office immediately before an annual general meeting for the election of directors is held but is eligible for re-election or re-appointment.
(2) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.
(3) These common shares are subject to escrow restrictions. See "Escrowed Securities".
(4) Member of the audit committee.

As of the date of this prospectus, the directors and executive officers of the Company, as a group beneficially owned, directly or indirectly, or exercised control or direction over 2,500,000 (3.55%) of the common shares of the Company.

Directors' and Officers' Biographies

Paul Chung, 64, Independent Director

Mr. Chung is experienced in project management and possesses extensive skills in bringing companies to the public markets and negotiating international transactions. As a director for numerous public companies for over 35 years, Mr. Chung conducted operations throughout North and South America as well as China. As a geologist, Mr. Chung helped research and identified a suite of lithium projects including the Mariana brine in Argentina, the Avalonia project in Ireland and the Mavis Lake lithium/rare metals project in Ontario. These projects are now the core projects for International Lithium Corp. The Mariana Lake Project has a positive PEA and is now in the development stage under the direction of the project partner Jiangxi Ganfeng Lithium Co Ltd., the number one Lithium producer in China.

He is a co-founder of Telson Mining Corporation, which has the Campo Morado (2150 t/d), in production and in the process of completing the construction of the Tahuehueto mine which will be one of the highest grade gold mines in

Mexico. Mr. Chung holds a Bachelor of Science Degree in Geology from the University of British Columbia and a Master of Business Administration from Athabasca University.

Mr. Chung, in his capacity as an Independent Director of the Company, is an independent contractor, providing his services on a part-time basis, is not subject to the terms of a formal engagement agreement with the Company, and is not subject to any non-competition or non-disclosure agreement. Mr. Chung will devote 15% of his time and expertise to the Company.

Jessica Patterson, 35, Independent Director

Ms. Patterson has over 10 years' experience within the mining/mineral processing industries focused on analysis, Extractive Metallurgy, and more recently Chemistry. She began her career working for the Ministry of Northern Development and Mines where she quantitatively analyzed geological samples in order to profile their value and mineral composition.

Following her time with the MNDM, Ms. Patterson began specializing in Extractive Metallurgy at Glencore SINO (formerly Xstrata; XPS). Her contributions to the in-house Nickel Smelter as well as independent clients worldwide helped design, monitor and optimize their process'. During this time, she had an active role in several laboratory and pilot scale projects, including DC Furnace trials commissioned to design a safe and economically feasible Ferrochrome operation in Northern Ontario. Ms. Patterson holds an Advanced Diploma in Chemical Engineering Technology from Cambrian College.

Ms. Patterson, in her capacity as an Independent Director of the Company, is an independent contractor, providing her services on a part-time basis, is not subject to the terms of a formal engagement agreement with the Company, and is not subject to any non-competition or non-disclosure agreement. Ms. Patterson will devote 10% of her time and expertise to the Company.

Michael Hudson, 74, Director, Chief Financial Officer

Michael Hudson has over 30 years of experience in public practice with Grant Thornton LLP, an accounting and business advisory firm. Michael was an assurance and business advisory partner providing services to various sectors including Oil and Gas, Property Management, Manufacturing, Retail, Federal and Municipal Government, and Owner Managed Business. Services to clients included, but not limited to, corporate structure to minimize risk and optimize tax strategies, forecasting and capital budgeting, acquisition and sale of businesses, governance issues and assisting clients with public offerings on both the TSX and NYSE.

During his time with Grant Thornton LLP, Mr. Hudson served as Managing Partner of the Hamilton and Calgary offices and was a member of Management Committee and Policy Board of the firm for three years. He also served on a Merger Committee which planned and concluded a merger of two of Canada's largest accounting firms.

Mr. Hudson went on to join the Board of Directors of GeoGlobal Resources Inc a company exploring for Oil and Gas in India, Columbia and Israel. He chaired the Audit Committee with responsibility for recommendation to the Board for approval of quarterly and annual financial statements, appointment of and liaison with the external auditor, monitoring of a risk- based program to ensure compliance with SOX, GAAS, GAAP and SEC rules and regulations. Michael was also a member of the Reserve Committee and Nominating Committee.

Mr. Hudson, in his capacity as a Director and the Chief Financial Officer of the Company, is an independent contractor, providing his services on a part-time basis, is subject to the terms of a formal engagement agreement with the Company, and is subject to non-competition or non-disclosure agreements. Mr. Hudson will devote 25% of his time and expertise to the Company.

Milos Masnikosa, 26, Independent Director

Milos Masnikosa has over three years of experience in financial accounting and analysis. After graduating with honours from the Business Administration program at the Richard Ivey School of Business in 2017, Milos joined the financial reporting and analysis team at Walmart Canada. There he worked closely with internal stakeholders to guide their business units by providing valuable financial analysis and guidance on budgeting and reporting. He was then given the opportunity to join the Real Estate and Capital Management team at Walmart. In this role he was responsible for personally vetting all small scale internal capital investments for feasibility and financial rigor. He also created a financial modelling template to be used across the Canadian business to evaluate financial success of projects. After two years at Walmart, Milos left to join the startup space by providing financial modelling, accounting, analysis, and strategic advice to various startups. These startups ranged from FinTech, to Cannabis, to Pharmaceuticals, and Cloud Computing.

Mr. Masnikosa, in his capacity as an Independent Director of the Company, is an independent contractor, providing his services on a part-time basis, is not subject to the terms of a formal engagement agreement with the Company, and is not subject to any non-competition or non-disclosure agreement. Mr. Masnikosa will devote 20% of his time and expertise to the Company.

Robert Davies, 50, Director

Robert Davies has over 20 years of experience in the mining industry focused primarily on project development, engineering studies, investor relations and corporate finance. He was previously the Director of Business Development for SNC Lavalin's Mining & Metallurgy business. Prior to joining SNC Lavalin, Mr. Davies was the CEO of Aethon Minerals Corp (now AbraPlata Resources); where he was responsible for the company's successful listing in the TSX-V, overseeing the set-up and team hiring for their operations in Canada and Chile; as well as overseeing the mergers and acquisitions strategy of the company. Prior to joining Aethon, he was the Global Projects Director for General Electric's Mining Solutions Business world-wide. Mr. Davies also worked in senior management roles at Inmet Mining, Kinross Gold and Barrick Gold; overseeing project development and execution, financial modelling, as well as operation efficiency and capital allocation programs. Prior to working in the mining industry, Mr. Davies worked in Nuclear Power projects around the world and in the oil and gas sector. Mr. Davies holds a B. Sc. Civil Engineering and a Masters in Business Administration from Queen's University.

Mr. Davies, in his capacity as a Director of the Company, is an independent contractor, providing his services on a part-time basis, is not subject to the terms of a formal engagement agreement with the Company, and is not subject to any non-competition or non-disclosure agreement. Mr. Davies will devote 20% of his time and expertise to the Company.

Dixon Lawson OMM, CD, MPM, PMP, 69, Chief Executive Officer, President, Secretary

Mr. Lawson's background includes extensive experience and commitment to public service and community, as well as well-rounded education, entrepreneurship and business experience.

Mr. Lawson completed a full career as an officer in the Canadian military where he achieved progressive promotions and greater responsibility plus individual recognition awards. His skills and capabilities include operational planning, operations plan execution, risk management, and extensive and detailed project management education and experience. He was appointed an Officer of the Order of Military Merit (OMM) which recognizes meritorious service and devotion to duty by members of the Canadian Armed Forces.

Mr. Lawson has seventeen years' experience as a consultant and entrepreneur providing strategic and tactical project/program management services to a variety of clients. This includes 34 months as the senior project manager for security of the Vancouver 2010 Olympic Games. for which he received an RCMP "E" Division Commanding Officer Commendation for his contributions and effort.

Mr. Lawson was an Executive founder of a new aviation company that had many complex processes, detailed regulatory requirements, and multiple stakeholders. He acted initially as the CAO which included the duties of CFO where he had budget development and budget management tasks, human resources planning, contracts management, legal and IT.

Mr. Lawson, in his capacity as Chief Executive Officer, President, Secretary, is an independent contractor, providing his services on a part-time basis, is subject to the terms of a formal engagement agreement with the Company, and is not subject to non-competition or non-disclosure agreements. Mr. Lawson will devote 50% of his time and expertise to the Company.

The Company's Chief Executive Officer provides overall leadership and vision in developing the strategic direction of the Company, in consultation with the Company's board of directors (the "**Board**"). The Chief Executive Officer also manages the overall business of the Company to ensure its strategic plan is effectively implemented and the results are monitored and reported to the Board. The Company's Chief Financial Officer is responsible for establishing and maintaining financial disclosure controls and procedures for the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

While Michael Hudson was director of Geoglobal Resourses Inc. ("**Geoglobal**"), Geoglobal was subject to cease trade orders ("**CTOs**"). Each of the CTOs (revoked and active) were issued as a result of late filings of financial statements. All of the CTOs issued and revoked within the last 10 years were for a period of less than 30 days. Geoglobal has CTOs that were issued on April 18 and April 19, 2013 in Alberta and Ontario, respectively. Mr. Hudson was a director of Geoglobal at that time, resigning on May 2, 2013.

No other director or executive officer of the Company is, as at the date of this prospectus, or was within 10 years before the date of this prospectus, a director, chief executive officer or chief financial officer of any company (including the Company), that:

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

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

For the purposes of the above paragraph, "order" means 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 of more than 30 consecutive days.

No other director or officer has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity.

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

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

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

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

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

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

Conflicts of Interest

Our directors 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 that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. To the best of our knowledge, and other than as disclosed in the following paragraph, there are no known existing or potential conflicts of interest among the Company, our directors and officers or other members of management or of any proposed promoter, director, officer or other member of management as a result of their outside business interests.

Certain of the directors and officers currently serve as directors and officers of other private and public companies (including resource exploration companies). Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations (including resource exploration properties), and situations may arise where these directors and officers may be serving another corporation with interests that are in direct competition with the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the *Business Corporations Act* (Ontario).

PROMOTER

Dixon Lawson is the Promoter of the Company. He owns 1,000,000 Common Shares of the Company (1.42% of the total number of shares issued and outstanding), Nil stock options and Nil Warrants of the Company.

EXECUTIVE COMPENSATION

For the purposes of this section, "Named Executive Officers" means the Chief Executive Officer and Chief Financial Officer of the Company. Dixon Lawson has been the Chief Executive Officer of the Company since September 1, 2021 and Mike Hudson has been the Chief Financial Officer of the Company since April 1, 2021. Robert Davies was the Chief Executive Officer of the Company from April 1, 2021 to August 31, 2021.

Compensation Discussion and Analysis

The Company does not have a formal compensation program for its directors or management. The Board of Directors relies on the experience of its members as current or former officers or directors of other junior exploration companies to ensure that total compensation paid to the Company's management is fair and reasonable.

The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general philosophy of the Company's compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interest of shareholders; (c) provide a reasonable compensation package to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company's overall financial position.

The compensation to executive officers is comprised of salaries and, if and when granted, incentive stock options. In establishing levels of cash compensation and the granting of stock options, the executive's performance, level of expertise and responsibilities are considered.

Incentive stock options are granted pursuant to the Plan, which is designed to encourage share ownership on the part of management, directors and employees. The Board believes that the Plan aligns the interests of the Company's personnel with shareholders by linking compensation to the longer-term performance of the Company's shares. The granting of incentive stock options is a significant component of executive compensation as it allows the Company to reward each executive officer's efforts to increase shareholder value without requiring the use of the Company's cash reserves.

Stock options may be granted with the approval of the Board at the time of the executive's hiring or appointment and periodically thereafter. Previous grants of options are taken into account by the Board when it considers the granting of new stock options.

Incentive Plan Awards

There are currently no stock options issued and outstanding. The Company may grant options to its directors, officers, employees and consultants pursuant to the Plan following listing of the Company's shares on the Exchange. See "Options to Purchase Securities".

Summary Compensation Table

The following table sets forth a summary of all compensation paid during the period from incorporation to September 30, 2021, to the Named Executive Officers:

Name and Principal Position	*Salary ($)*	*Share-Based Awards*	*Option-Based Awards*	*Non-Equity Incentive Plan Compensation*		*Pension Value ($)*	*All Other Compensation ($)*	*Total Compensation ($)*
				Annual Incentive Plans	*Long-term Incentive Plans*			
Michael Hudson Chief Financial Officer	$1,500	Nil	Nil	Nil	Nil	Nil	Nil	$1,500
Robert Davies Chief Executive Officer (past)	$11,000	Nil	Nil	Nil	Nil	Nil	Nil	$11,000

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all of the share-based awards and option-based awards issued to the Named Executive Officers from incorporation to September 30, 2021:

	Option-based Awards				**Share-based Awards**	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
Michael Hudson Chief Financial Officer	Nil	n/a	n/a	Nil	Nil	Nil
Robert Davies Chief Executive Officer (past)	Nil	n/a	n/a	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Period

The following table sets forth the value of all vested awards under incentive plans for each of the Named Executive Officers from incorporation to September 30, 2021:

Name	**Option-based awards – Value vested during the period ($)**	**Share-based awards – Value vested during the period ($)**	**Non-equity incentive plan compensation – Value earned during the period ($)**
Michael Hudson Chief Financial Officer	Nil	Nil	Nil
Robert Davies Chief Executive Officer (past)	Nil	Nil	Nil

Termination of Employment, Change in Responsibilities and Employment Contracts

Except for the consulting agreements between Michael Hudson (CFO) and Dixon Lawson (current CEO), there are no employment contracts or arrangements in existence between the Company and any director or officer of the Company.

There is no arrangement or agreement made between the Company and any of its Named Executive Officers pursuant to which a payment or other benefit is to be made or given by way of compensation in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the Named Executive Officer's responsibilities following such a change of control.

Director Compensation

The only arrangements, standard or otherwise, pursuant to which the Company may compensate directors for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options. See "Options to Purchase Securities".

The following table sets forth a summary of all compensation paid during the period from incorporation to September 30, 2021, to the directors of the Company other than the Named Executive Officers:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Paul Chung	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jessica Patterson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Hudson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Milos Masnikosa	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets forth all of the share-based awards and option-based awards issued to the directors of the Company other than the Named Executive Officers from incorporation to September 30, 2021:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Paul Chung	Nil	n/a	n/a	Nil	Nil	Nil
Jessica Patterson	Nil	n/a	n/a	Nil	Nil	Nil
Michael Hudson	Nil	n/a	n/a	Nil	Nil	Nil
Milos Masnikosa	Nil	n/a	n/a	Nil	Nil	Nil

The following table sets forth the value of all vested awards under incentive plans for each of the directors of the Company other than the Named Executive Officers from incorporation to September 30, 2021:

Name	Option-based awards – Value vested during the period ($)	Share-based awards – Value vested during the period ($)	Non-equity incentive plan compensation – Value earned during the period ($)
Paul Chung	Nil	Nil	Nil
Jessica Patterson	Nil	Nil	Nil
Michael Hudson	Nil	Nil	Nil
Milos Masnikosa	Nil	Nil	Nil

AUDIT COMMITTEE

General

As the Company is a "venture issuer" (as defined in National Instrument 52-110 – Audit Committees ("**NI 52-110**")), it is relying on the exemptions provided to it under section 6.1 of NI 52-110 with respect to the composition of the audit committee and with respect to audit committee reporting obligations. The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the Board.

The Audit Committee is comprised of Michael Hudson, Paul Chung, and Milos Masnikosa, all of whom are "financially literate" and two of whom are "independent", as those terms are defined in NI 52-110. Michael Hudson is not independent. The education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member, and in particular the education or experience that provides each member with (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) 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, and (iv) an understanding of internal controls and procedures for financial reporting, is as follows:

Michael Hudson	Michael Hudson has over 30 years of experience in public practice with Grant Thornton LLP, an accounting and business advisory firm, during which time Mr. Hudson served as Managing Partner of the Hamilton and Calgary offices and was a member of Management Committee and Policy Board of the firm for three years. He also served on a Merger Committee which planned and concluded a merger of two of Canada's largest accounting firms. Mr. Hudson went on to join the Board of Directors of GeoGlobal Resources Inc a company exploring for Oil and Gas in India, Columbia and Israel. He chaired the Audit Committee with responsibility for recommendation to the Board for approval of quarterly and annual financial statements, appointment of and liaison with the external auditor, monitoring of a risk- based program to ensure compliance with SOX, GAAS, GAAP and SEC rules and regulations.
Paul Chung	Paul Chung has over 35 years of experience with public companies, serving on audit committees for a number of companies for over 30 years.
Milos Masnikosa	Milos Masnikosa has a bachelor's degree in business administration and 4 years of experiences as a financial analyst, 2 of which were with a public Fortune 500 company.

Charter

The Audit Committee's charter is as follows:

<u>General</u>

The primary function of the Audit Committee is to assist the Board of Directors of the Company (the "**Board**") in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and the Company's external audit process and monitoring compliance with the Company's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

Relationship with External Auditors

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

Composition of Audit Committee

The Committee membership shall satisfy the laws governing the Company and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to the Company.

Responsibilities

1. The Committee shall be responsible for making the following recommendations to the Board of directors:

   (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and

   (b) the compensation of the external auditor.

2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:

   (a) reviewing the audit plan with management and the external auditor;

   (b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;

   (c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;

   (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;

   (e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;

   (f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;

   (g) reviewing interim unaudited financial statements before release to the public;

   (h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report and management's discussion and analysis;

   (i) reviewing the evaluation of internal controls by the external auditor, together with management's response;

(j) reviewing the terms of reference of the internal auditor, if any;

(k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and

(l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.

3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.

4. The Committee shall review the Corporation's financial statements, MD&A, and annual and interim earnings press releases before the Corporation publicly discloses this information.

5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and shall periodically assess the adequacy of those procedures.

6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.

7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Instrument 51-102, on a routine basis, whether or not there is to be a change of auditor.

8. The Committee shall, as applicable, establish procedures for:

(a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

9. As applicable, the Committee shall establish, periodically review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.

10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

11. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Corporation's external auditors.

Authority

The Audit Committee shall have the authority to:

1. engage independent counsel and other advisors as it determines necessary to carry out its duties;

2. set and pay the compensation for any advisors employed by the Audit Committee; and

3. communicate directly with the external auditors.

4. recommend the amendment or approval of audited and interim financial statements to the Board.

Audit Fees

The auditor charged the Company $6,150 for the audit of the periods ended December 31, 2020, 2019 and 2018.

CORPORATE GOVERNANCE

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**"), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company's board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.

Board of Directors

Each of Paul Chung, Jessica Patterson, and Milos Masnikosa is an "independent" Director, according to the definition set out in NI 52-110. Michael Hudson and Robert Davies are not independent.

The independent Directors believe that their knowledge of the Company's business and their independence are sufficient to facilitate the functioning of the Board independently of management. To facilitate open and candid discussion among the Board's independent Directors, the independent Directors have the discretion to meet in private in the absence of the other Directors whenever they believe it is appropriate to do so. To date, the independent Directors have not held a meeting at which non-independent Directors and members of management were not in attendance.

Other Directorships

The directors of the Company are presently directors of other reporting issuers, as follows:

Director	Other Issuers
Paul Chung	Patriot Battery Metals Inc. (CSE:PMET)
Jessica Patterson	None
Michael Hudson	Gold'n Futures Mineral Corp. (CSE: FUTR)
Milos Masnikosa	None
Robert Davies	None

Orientation and Continuing Education

Management will ensure that a new appointee to the Board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President of the Company.

Compensation

The Company does not have a Compensation Committee. Compensation matters for the Company's directors and officers are dealt with by the full Board. The Board meets to discuss and determine Director and management compensation without reference to formal objectives, criteria or analysis.

Other Board Committees

The only Board committee of the Company is the Audit Committee.

Assessments

The Board annually reviews its own performance and effectiveness. Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

STOCK EXCHANGE LISTING

The Company intends to apply to list its Common Shares on the Canadian Securities Exchange. Listing will be subject to the Company fulfilling all of the requirements of the Exchange, which include distribution of the Common Shares to a minimum number of public shareholders.

As at the date of this prospectus, the Company is an "IPO Venture Issuer" (defined under National Instrument 41-101 – *General prospectus Requirements* as an issuer that: (a) files a long form prospectus; (b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus; and (c) at the date of the long form prospectus, 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 (i) the Toronto Stock Exchange, (ii) a U.S. marketplace, or (iii) 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).

PLAN OF DISTRIBUTION

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

RISK FACTORS

An investment in the Common Shares is speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company. Prospective investors should carefully consider the following risk factors along with the other matters set out or incorporated by reference in this prospectus.

Limited Operating History

The Company has a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based. You should consider any purchase of the Company's securities in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development.

Uncertain Liquidity and Capital Resources

The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Up Town Gold Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's Common Shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

No Known Economic Deposits

The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

Fluctuations in Metal Prices

Factors beyond the Company's control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the Company's exploration activities cannot be predicted. For example, gold prices are affected by numerous factors including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. As well, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Title Risk

The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. The Company has not conducted surveys of all of the claims in which it holds direct or indirect interests. A successful challenge to the precise area and location of these claims could result in the Company being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the land which is covered by the Up Town Gold Mineral Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In the event that First Nations title is asserted and proved on the Up Town Gold Property, provincial and federal laws will continue to be valid provided that any infringements of First Nations title, including mining and exploration, are either consented to by First Nations groups or are justified. However, no assurance can be given that a broad recognition of First Nations rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Land Use Approvals and Permits

The proposed exploration program described in the Technical Report is expected to include exploration work for which land use approvals or permits must be obtained from the Northwest Territories government. The Company cannot guarantee that it will be able to obtain all such approvals or permits in a timely manner or at all, and any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of the Up Town Gold Property.

Exploration and Development Risk

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

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Environmental Laws and Regulations

The Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

The operations of the Company including exploration and any development activities or commencement of production on its properties, require permits from various federal, provincial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. To the extent that such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

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

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. The Company may be liable for environmental contamination and natural resource damages relating to the Property that occurred before the Company owned the Property. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

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

Influence of Third Party Stakeholders

The Property or the roads or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates on the Property may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

Uninsurable Risks

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

Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire attractive mineral properties on terms it considers acceptable. The Company also competes with other companies for the recruitment and retention of qualified employees and other personnel.

Management

The Company's prospects depend in part on the ability of its senior management and directors to operate effectively and the loss of the services of such persons could have a material adverse effect on the Company. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. The Company does not have key man insurance in place in respect of any of its directors or officers.

Option Agreement Obligations

The Assignment Agreement provides that the Company must make a series of payments in cash over certain time periods and expend certain minimum amounts on the exploration of the Property. If the Company fails to make such payments or expenditures in a timely fashion, the Company may lose its interest in the Property.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. In particular, the CEO and CFO of the Company will only be devoting 50% and 25% of their time, respectively, to the business and affairs of the Company. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Dividends

The Company has not declared or paid any dividends on its common shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

Estimates and Assumptions

Preparation of its financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Company could be required to write down its recorded values. On an ongoing basis, the Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

Costs and Compliance Risks

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 – *Audit Committees* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Company to attract and retain qualified individuals to serve on its board of directors or as executive officers.

Negative Cash Flow from Operations

During the fiscal year ended December 31, 2020, and the nine-month period ended September 30, 2021, the Corporation had negative cash flow from operating activities. To the extent that the Corporation has negative cash flow in any future period, proceeds from any future financings may be used to fund such negative cash flow from operating activities.

COVID-19 Outbreak

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

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 pandemic, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans for 2021 in accordance with the use of proceeds section above.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither the Company nor the Up Town Gold Property is or has been the subject of any legal proceedings, penalties or sanctions imposed by a court or regulatory authority, or settlement agreements before a court or regulatory, and no such legal proceedings, penalties or sanctions are known by the Company to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below, no director, executive officer of the Company or any shareholder beneficially holding or controlling, directly or indirectly, more than 10% of the issued and outstanding common shares of the Company, or any of their respective associates or affiliates, had any material direct or indirect interest in any transaction within the three years preceding the date of this prospectus which has materially affected or would materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Baker Tilly WM LLP, Chartered Professional Accountants, Suite 900, 400 Burrard Street, Vancouver, B.C. V6C 3B7.

The registrar and transfer agent for the Company's common shares is Endeavor Trust Corporation, 702 - 777 Hornby Street Vancouver, British Columbia, V6Z 1S4. The Company and Endeavor Trust Corporation have entered into an agreement (the "**Registrar and Transfer Agreement**") governing their respective rights and duties pertaining to this relationship.

MATERIAL CONTRACTS

The only material contracts entered into by the Company within the period from incorporation until the date of this prospectus, other than contracts entered into in the ordinary course of business, are as follows:

1. The Assignment Agreement. See "General Development of the Business".
2. The Escrow Agreement. See "Escrowed Securities".
3. Registrar and Transfer Agency Agreement. See "Auditors, Transfer Agent and Registrar".

Copies of the above material contracts will be available for inspection at the registered and records office of the Company, at Fish LPC, 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2, during regular business hours.

EXPERTS

Technical information regarding the Property included in this prospectus is based on the Technical Report prepared by Michael MacMorran, P. Geo., who is a "Qualified Person" as such term is defined in NI 43-101. Mr. MacMorran is independent of the Company within the meaning of NI 43-101.

The Company's auditors, Baker Tilly WM LLP, Chartered Professional Accountants, report that they are independent from the Company in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario, Canada.

Neither Michael MacMorran nor Baker Tilly WM LLP or any director, officer, employee or partner thereof, as applicable, received or has received a direct or indirect interest in the Company's property or the property of any associate or affiliate of the Company. As at the date hereof the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships, do not beneficially own, directly or indirectly, any securities of the Company.

None of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

OTHER MATERIAL FACTS

There are no material facts relating to the Company other than as disclosed herein.

STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces in Canada 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 several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, 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 such 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.

However, in light of the fact that this prospectus is being filed to allow the Company to become a reporting issuer in Ontarioand not in connection with an offering of securities, the Company believes that the remedies described in the foregoing paragraph are not applicable to the transactions described in this prospectus.

FINANCIAL STATEMENTS

Attached to and forming a part of this prospectus is the statement of financial position of the Company as at September 30, 2021, and the statement of loss and comprehensive loss and cash flows and changes in shareholders' equity for the period from incorporation on March 23, 2018, to June 30, 2021, and notes thereto.

ARCTIC FOX MINERALS CORP.

(formerly Melius Capital Corp.)

Condensed Interim Financial Statements

For the three and nine month periods ended September 30, 2021 and September 30, 2020

(Expressed in Canadian Dollars)

ARCTIC FOX MINERALS CORP. (FORMERLY MELIUS CAPITAL CORP.)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	Note	As at September 30, 2021 $	As at December 31, 2020 $
ASSETS			
Current assets			
Cash		**899,785**	166,200
Subscription receivable	8	**1,500**	-
Prepaid expenses	4,5,12	**749,504**	95,000
TOTAL ASSETS		**1,650,789**	**261,200**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		**137,097**	-
Promissory note	6	**2,050**	21,373
TOTAL LIABILITIES		**139,147**	**21,373**
SHAREHOLDERS' EQUITY			
Share capital	8	**2,114,440**	521,200
Warrant reserve	8	**11,159**	-
Share subscriptions	8	**-**	20,000
Deficit		**(613,957)**	(301,373)
TOTAL SHAREHOLDERS' EQUITY		**1,511,642**	**239,827**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**1,650,789**	**261,200**

Nature and continuance of operations (Note 1)
Commitments (Note 4)
Subsequent events (Note 12)

Approved on behalf of the Board on December 27, 2021:

"Milos Masnikosa" — Director

"Paul Chung" — Director

ARCTIC FOX MINERALS CORP. (FORMERLY MELIUS CAPITAL CORP.)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

		For the three months ended		For the nine months ended	
	Note	**September 30, 2021 $**	**September 30, 2020 $**	**September 30, 2021 $**	**September 30, 2020 $**
Expenses					
Interest expense		**-**	-	**677**	-
Consulting expense	8,9	**111,310**	75,000	**137,222**	225,000
Filing expense		**8,151**	-	**11,066**	-
Investor communications		**1,250**	-	**30,152**	-
Professional fees		**17,863**	-	**43,843**	-
Office expenses		**2,412**	**-**	**2,721**	-
Share based compensation	7	**-**	**-**	**86,903**	-
Net loss and comprehensive loss for the period		**(140,896)**	**(75,000)**	**(312,584)**	(225,000)
Loss and comprehensive loss per share – basic and diluted		**(0.00)**	**(0.01)**	**(0.01)**	(0.01)
Weighted average number of common shares outstanding		**66,106,210**	**12,000,000**	**55,758,657**	12,000,000

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

ARCTIC FOX MINERALS CORP. (FORMERLY MELIUS CAPITAL CORP.)
CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

		Share capital					
	Note	Number of shares #	Amount $	Warrant Reserve $	Share subscriptions $	Deficit $	Total $
Balance at December 31, 2019		12,000,000	1,200	-	-	-	1,200
Loss and comprehensive loss for the period		-	-	-	-	(225,000)	(225,000)
Balance at September 30, 2020		**12,000,000**	**1,200**	-	**-**	**(225,000)**	**(223,800)**
Balance at December 31, 2020		38,000,000	521,200	-	20,000	(301,373)	239,827
Shares issued for consulting services	8	246,340	4,927	-	-	-	4,927
Shares issued for cash	8	21,981,500	990,910	-	(20,000)	-	970,910
Issuance for mineral asset	4,8	3,000,000	300,000	-	-	-	300,000
Issuance to settle debt	8	930,000	93,000	-	-	-	93,000
Issuance upon the exercise of performance warrants	7,8	5,875,000	204,403	-	-	-	204,403
Issuance of Special Warrants	8	-	-	12,350	-	-	12,350
Issuance cost	8	-	-	(1,191)	-	-	(1,191)
Compensation warrants	8	-	-	20,000	-	-	20,000
Compensation warrants	8	-	-	(20,000)	-	-	(20,000)
Loss and comprehensive loss for the period		-	-	-	-	(312,584)	(312,584)
Balance at September 30, 2021		**70,032,840**	**2,114,440**	**11,159**	**-**	**(613,957)**	**1,511,642**

ARCTIC FOX MINERALS CORP. (FORMERLY MELIUS CAPITAL CORP.)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)

	For the nine months ended September 30, 2021 $	For the nine months ended September 30, 2020 $
Operating activities		
Net loss for the period	**(312,584)**	(225,000)
Items not affecting cash:		
Shares issued for consulting services	**4,927**	-
Share based compensation	**86,903**	-
Accrued interest	**677**	-
Changes in non-cash working capital item:		
Prepaid expenses	**(354,504)**	-
Accounts payable and accrued liabilities	**230,097**	225,000
Net cash used in operating activities	**(344,484)**	-
Financing activities		
Repayment of related party loan	**(20,000)**	-
Proceeds from issuance of Special Warrants	**11,159**	-
Proceeds from issuance of common shares	**1,086,910**	-
Net cash provided by financing activities	**1,078,069**	-
Change in cash	**733,585**	-
Cash, beginning of period	**166,200**	1,200
Cash, end of period	**899,785**	1,200

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

1. Nature and continuance of operations

Arctic Fox Minerals Corp. (formerly Melius Capital Corp.) ("Arctic" or the "Company") is incorporated under the laws of the province of Ontario, Canada, and its principal activity is the acquisition and exploration of exploration and evaluation assets in Canada. The Company is in the process of acquiring a 100% interest in the Up Town Mineral Property located in the Northwest Territories (Note 4). The Company is also working towards obtaining a public listing on the Canadian Securities Exchange (the "CSE").

The head office and registered office of the Company are located at 409 – 22 Leader Lane, Toronto, Ontario, Canada, M5E 0B2.

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has substantial financial commitments in respect of the Up Town Mineral Property described in Note 4. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2021, the Company is in the process of completing share issuances to finance operations. The Company has not acquired any exploration properties. The Company's continuation as a going concern is dependent upon its ability to seek and acquire exploration properties, and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs and fund its exploration activities over the next twelve months with proceeds from a private placement of common shares and/or loans from directors and companies controlled by directors.

In March 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak might increase the difficulty in capital raising which may negatively impact the Company's business and financial condition.

These events and circumstances give rise to a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern. These condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

2. Basis of preparation

a) Statement of compliance

The condensed interim financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended December 31, 2020.

2. Basis of preparation (continued)

The condensed interim financial statements were authorized for issue by the Board of Directors on December 27, 2021.

b) Functional currency

The functional and presentation currency of the Company is the Canadian dollar.

c) Measurement basis

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

3. Statement of compliance and significant accounting policies

Significant accounting estimates and judgments

In preparing these condensed interim financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited financial statements for the year ended December 31, 2020.

The preparation of condensed interim financial statements requires that the Company's management make judgments and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's condensed interim financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Estimates and underlying assumptions are reviewed on an ongoing basis and may change if new information becomes available. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods if the revision affects both the current and future periods.

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

Critical accounting estimates

i. the inputs used in accounting for share-based payments; and
ii. the inputs used in determining the recoverable amount of assets that are considered impaired.

3. Statement of compliance and significant accounting policies (continued)

Critical accounting judgments

i. the evaluation of the Company's ability to continue as a going concern;
ii. the determination of the categories of financial assets and financial liabilities; and
iii. the recoverability of the prepaid expenditures related to the Up Town Mineral Property that the Company expects to obtain an option to explore (Note 4).

4. Up Town Mineral Property Assets

On December 4, 2020, the Company entered into an Assignment and Assumption agreement (the "Assignment Agreement") with Rover Metals Corp. (the "Assignor") and Silver Range Resources Ltd. ("SRR").

The Assignor, SRR and Panarc Resources Ltd. ("Panarc") are parties to a property option agreement dated September 9, 2016, as amended on August 15, 2017, April 6, 2018, September 5, 2018 and February 18, 2020 (collectively the "Option Agreement") pursuant to which SRR granted to the Assignor an option (the "First Option") to acquire a 75% interest in certain mineral claims located in the Northwest Territories (the "Up Town Mineral Property Assets").

Under the Option Agreement, the Assignor was also granted a second option (the "Second Option") to acquire from SRR the remaining 25% interest in the Up Town Mineral Property Assets upon the exercise of the First Option.

Under the Option Agreement, upon the exercise of the First Option, the Up Town Mineral Property Assets shall become subject to a net smelter royalty return interest of 2% in favour of SRR (the "NSR"), which can be reduced to 1% for a cash payment to SRR of $1,000,000.

Under the Assignment Agreement the Company is required to:

i) make a $50,000 (paid) cash payment.

ii) issue to the Assignor, within 25 business days of the Closing Date, such number of common shares of the Company (the "Arctic Shares") as is equal to $300,000 divided by the price per share at which Arctic Shares are offered by the Closing Date;

iii) complete an aggregate $1,250,000 in Expenditures (as defined in the Option Agreement) as follows:

(1) $500,000 by June 30, 2021 (extended, as per below); and

(2) an additional $725,000 by June 30, 2022 (amended, as per below).

(EXPRESSED IN CANADIAN DOLLARS)

4. Up Town Mineral Property Assets (Cont'd)

iv) pay an amount of $120,000 to SRR on or before March 16, 2021 (amended, as per below);

v) ensure that all mineral claims, mining leases and other mining interests into which mineral claims may have been converted are and remain in good standing until the later of: (A) one (1) year from the date of the termination of the First Option; or (B) December 16, 2022.

Amended terms

On March 18, 2021, the Assignee, Assignor, and SRR (collectively, the "Parties") agreed to amend certain terms of the Assignment Agreement ("Amending Agreement") as follows:

1. The Company will issue to the Assignor, within five days of the execution of the Amending Agreement, three million Arctic Shares;
2. The Company will complete an aggregate $1,250,000 in Expenditures as follows:
   (1) $500,000 by December 31, 2021; and
   (2) an additional $750,000 by December 31, 2022.
3. The Company will pay the amount of $120,000 to SRR in two instalments as follows:
   (1) $75,000 upon execution of the Amending Agreement (paid in March 2021); and
   (2) $45,000 paid as of August 13, 2021.

   The Company will launch a new second private placement of Arctic Shares within two days of the execution of the Amending Agreement.

On March 23, 2021, the Company issued 3,000,000 shares at fair value of $300,000 to the Assignor, to satisfy the terms of the assignment agreement. The amount has been recorded as prepaid expenses as the acquisition has not yet closed.

As at September 30, 2021, the Company paid $50,000 to the Assignor and $75,000 to SRR and recorded the amounts as prepaid expenses (Note 5). As at September 30, 2021, the Company had not completed the terms of the Assignment Agreement.

5. Prepaid expenses

	As at September 30, 2021 $	As at December 31, 2020 $
Up Town Mineral Property Deposit (Note 4)	**470,000**	50,000
Exploration expenditures	**275,447**	45,000
General & administrative services	**4,057**	-
Balance, end of period	**749,504**	95,000

(EXPRESSED IN CANADIAN DOLLARS)

6. Promissory note

	As at September 30, 2021 $	As at December 31, 2020 $
Balance, beginning of period	**21,373**	-
Issuance	**-**	20,000
Interest	**677**	1,373
Repayment	**(20,000)**	-
Balance, end of period	**2,050**	21,373

During the period ended September 30, 2021, the Company repaid a promissory note with a former related party (the "Promissory Note"). The Promissory Note bears interest at 5% per month compounded monthly and is due on demand. The principal amount of the Promissory Note of $20,000 has been repaid. As at September 30, 2021, $2,050 (December 31, 2020 - $1,373) in accrued interest owing remains outstanding.

7. Warrant liabilities

On January 11, 2021, the Company issued 5,875,000 performance warrants at fair value of $86,903 (December 31, 2020 - $nil). Each performance warrant entitles the holder thereof to acquire one additional Common Share of the Company at a price of $0.02 for a period of five years from the date of issuance if the Company's Common shares are not listed for trading on the CSE, or such other stock exchange or other organized markets where common shares are listed or posted for trading. If the performance warrants are listed on the CSE or such other stock exchange or other organized markets for which the Common Shares are listed or posted for trading, each performance warrant entitles the holder thereof to acquire one additional Common Share of the Company at a price that is a 20% discount to the market price on the date of exercise for a period of five years from the date of issuance. The fair value of the warrants granted was determined using the Black-Scholes Option Pricing Model with the following assumptions: stock price at grant date of $0.02, risk-free rate of 0.46%, term of 5 years, expected volatility of 224% and no expected dividends. The fair value of $86,903 was initially recorded to warrant liabilities.

During the nine months ended September 30, 2021, all 5,875,000 performance warrants were exercised. The Company received cash proceeds of $117,500 and reclassified the fair value of the performance warrants of $86,903 from warrant liabilities to share capital.

8. Share capital

Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consist only of common shares and are fully paid.

a. Issued share capital

As at September 30, 2021, the Company had 70,032,840 (2020 – 12,000,000) shares outstanding.

8. Share capital (Cont'd)

During the period ended September 30, 2021

On February 25, 2021 the Company completed the third of three tranches of a common share issuance by issuing 15,090,500 shares at $0.02 per share for proceeds of $301,810. The Company reclassified $20,000 from share subscriptions.

On February 25, 2021 the Company issued 246,340 at fair value of $4,927 for services rendered by a consultant of the Company.

On March 23, 2021, the Company issued 3,000,000 common shares at fair value of $300,000 to Rover Metals Corp. pursuant to the Amending Agreement.

On June 23, 2021 the Company closed a private placement and received $689,100 for 6,891,000 shares issued.

On June 30, 2021, the Company issued 930,000 Common Shares at with a fair value of $0.10 per share to settle $93,000 of accounts payable.

On July 22, 2021, the Company issued 2,250,000 common shares upon the exercise of 2,250,000 warrants at $0.02 per share for proceeds of $45,000. Upon exercise, the Company transferred $33,282 of warrant liability to share capital.

On September 24, 2021, the Company issued 3,625,000 common shares upon the exercise of 3,625,000 warrants at $0.02 per share for proceeds of $72,500. Upon exercise, the Company transferred $53,621 of warrant liability to share capital.

During the period ended September 30, 2020

During the period ended September 30, 2020, no shares were issued.

b. Warrants

On August 29, 2021, the Company closed a private placement and issued 123,500 special warrants (the "Special Warrants") at a price of $0.10 per Special Warrant for gross proceeds of $12,350 and it issued 200,000 Special Warrants as compensation in connection with the Offering. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the earlier of:

(i) at any time, at the discretion of the Issuer; or
(ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the special warrants; or
(iii) on that date that is 18 months from the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised into one Common Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

The Company paid issuance costs of $1,191. The Company also recorded the fair value of the 200,000 warrants issued as compensation of $20,000 as a warrant issuance cost within warrant reserves. The Company received subscriptions for the Special Warrants of $1,500 subsequent to September 30, 2021.

(EXPRESSED IN CANADIAN DOLLARS)

8. Share capital (Cont'd)

b. Warrants

	As at September 30, 2021 $	As at December 31, 2020 $
Balance, beginning of period	**-**	-
Additions	**6,198,500**	-
Exercises	**(5,875,000)**	-
Balance, end of period	**323,500**	-

The outstanding warrants have an exercise price of $Nil and remaining life of 1.41 years.

9. Related party transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Included in promissory note at September 30, 2021 is $2,050 in outstanding balance (December 31, 2020 - $21,373) owing to a shareholder and former director of the Company (Note 6).

During the periods ended September 30, 2021 and 2020, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

	For the nine month period ended September 30, 2021 $	For the nine month period ended September 30, 2020 $
Consulting services	**24,485**	225,000

10. Financial instrument fair value and risk factors

Fair value

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

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

The Company's financial instruments include cash, refundable deposits (included within prepaid expenses) and promissory note. The carrying value of the refundable deposit and the promissory note approximate their respective fair values due to the short-term to maturity of these financial instruments. Cash is measured based on Level 1 of the fair value hierarchy. There were no transfers between levels in the fair value hierarchy.

10. Financial instrument fair value and risk factors (Cont'd)

The following is an analysis of the Company's financial assets measured at fair value as at September 30, 2021 and December 31, 2020:

	As at September 30, 2021		
	Level 1	**Level 2**	**Level 3**
Cash	$ 899,785	$ -	$ -
	$ 899,785	$ -	$ -

	As at December 31, 2020		
	Level 1	**Level 2**	**Level 3**
Cash	$ 166,200	$ -	$ -

Risk factors

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's maximum exposure to credit risk is the carrying amount of cash and refundable deposits, which totaled to $899,785 as at September 30, 2021. The Company's cash is held both in trust by the Company's legal firm and at a high-credit quality Canadian financial institution. As all of the Company's cash is held either in a trust bank account with the Company's legal firm or at a high-credit quality Canadian financial institution, management believes that there is minimal credit risk. In addition, the Company is exposed to credit risk with respect to the refundable deposit of $50,000 with Rover Metals Corp. Should the Assignment Agreement not be completed, and the Company is not successful in obtaining back the refundable deposit, the Company's exposure to loss on the refundable deposit is the entire deposit amount.

Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. The Company does not have transactions denominated in foreign currencies, therefore it is not exposed to currency risk. The Company's cash is held in Canadian dollars.

Interest Rate Risk

Interest rate risk is the risk related to the fair value or future cash payments of interest-bearing financial instruments due to changes in interest rates. The Company has interest-bearing debt with fixed rates; therefore, management believes that the Company's exposure to interest rate risk is minimal.

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances. As at September 30, 2021, the Company had cash of $899,785 to cover current liabilities of $139,147.

11. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional exploration and evaluation interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management from inception.

12. Commitment

The Company has engaged a contractor to conduct a program consisting of geophysics and diamond drilling, to retest historical drill results and to test any identified geophysical anomalies on the Up Town Property. The contractor is providing the program management for the work to be performed. The program requires a total of $650,000 of advances from the Company to the contractor based on certain timings in the work plan. These advances are held in a trust account and payments are approved by the Company based on invoices received from the contractor. At September 30, 2021, the Company had advanced $100,000 and $39,342 of costs had been incurred by the contractor. These amounts are included in prepaid expenses. The Company advanced an additional $490,000 subsequent to September 30, 2021.

ARCTIC FOX MINERALS CORP.

(formerly Melius Capital Corp.)

Management's Discussion and Analysis

For the nine months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") has been prepared by management, in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of December 27, 2021 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021 and 2020 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian Dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company was incorporated under the *Business Corporations Act* (Ontario) on March 23, 2018 under the name "Fish Purdy Holdings Corp." to operate as a resource exploration company focused on the acquisition and exploration of mineral properties. The Company changed its name to "Melius Capital Corp." on August 24, 2020. The Company changed its name to "Arctic Fox Minerals Corp." on July 8, 2021. The Company's head office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2, and its registered and records office is located at 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity. The Company is currently engaged in the business of mineral exploration of the Up Town Gold Property in the Northwest Territories, Canada (the "**Up Town Gold Property**" or the "**Property**").

Selected Annual Information

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian Dollars, and in accordance with IFRS:

	December 31, 2020 $	December 31, 2019 $	December 31, 2018 $
Total assets	261,200	1,200	1,200
Total non-current financial liabilities	-	-	-
Total revenues	-	-	-
Net loss and comprehensive loss	(301,373)	-	-
Loss per share, basic and diluted	(0.02)	-	-

During the years ended December 31, 2019 and 2018, the Company was inactive and total assets during this period comprised of $1,200 cash raised from share issuances during 2018. During the year ended December 31, 2020, the Company began operations. This resulted in the Company incurring consulting expenses related to the structuring of acquisitions and share issuances, as well as a minimal amount of interest expense.

At December 31, 2020, the Company had $166,200 of cash mainly as a result of issuing shares for cash, and had $95,000 of prepaid exploration expenses and option payments made pursuant to the Up Town Mineral Property Option Agreement.

Significant Events and Overall Performance

The Company is a natural resource company engaged in the acquisition and exploration of mineral properties. The Company is currently in the process of satisfying the terms of an assignment agreement for the option to acquire a 100% interest in the Up Town Mineral Property Assets (the "Up Town Mineral Property Assets"), located in the Northwest Territories. The Company is a reporting issuer and intends to apply to the Canadian Stock Exchange (the "**CSE**"). Capital markets have been seeing an increase in activity during COVID-19 due to the increase in prices of commodities and the Company is aiming to use this opportunity to gain access to sufficient capital to meet exploration budgets through equity issuance.

On February 25, 2021, the Company completed the third of three tranches of a common share issuance by issuing 15,090,500 shares at $0.02 per share for proceeds of $301,810.

On February 25, 2021, the Company issued 246,340 common shares at fair value of $4,927 for services rendered by a consultant of the Company.

On March 23, 2021, the Company issued 3,000,000 common shares at fair value of $300,000 to Rover Metals Corp. pursuant to the amended Up Town Mineral Property agreement.

On June 23, 2021 the Company closed a private placement and received $689,100 for 6,891,000 shares issued.

On June 30, 2021, the Company issued 930,000 Common Shares at with a fair value of $0.10 per share to settle $93,000 of accounts payable.

On July 22, 2021, the Company issued 2,250,000 common shares upon the exercise of 2,250,000 warrants at $0.02 per share for proceeds of $45,000.

On August 29, 2021, the Company closed a private placement and issued 123,500 special warrants (the "Special Warrants") at a price of $0.10 per Special Warrant for gross proceeds of $12,350 and it issued 200,000 Special Warrants as compensation in connection with the Offering. The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the earlier of:

(i) at any time, at the discretion of the Issuer; or
(ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the special warrants; or
(iii) on that date that is 18 months from the date of issuance of the Special Warrants, at which time each Special Warrant shall be automatically exercised into one Common Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

On September 24, 2021, the Company issued 3,625,000 common shares upon the exercise of 3,625,000 warrants at $0.02 per share for proceeds of $72,500.

<u>Up Town Mineral Property Assets</u>

On December 4, 2020, the Company entered into an Assignment and Assumption agreement (the "**Assignment Agreement**") with Rover Metals Corp. ("**Rover**") and Silver Range Resources Ltd. ("**SRR**").

Rover, SRR and Panarc Resources Ltd. ("Panarc") are parties to a property option agreement dated September 9, 2016, as amended on August 15, 2017, April 6, 2018, September 5, 2018 and February 18, 2020 (collectively the "**Option Agreement**") pursuant to which SRR granted to Rover an option (the "**First Option**") to acquire a 75% interest in certain mineral claims located in the Northwest Territories (the "**Up Town Mineral Property**" or the "**Property**").

Significant Events and Overall Performance (continued)

Under the Option Agreement, Rover was also granted a second option (the "**Second Option**") to acquire from SRR the remaining 25% interest in the Up Town Mineral Property upon the exercise of the First Option.

Under the Option Agreement, upon the exercise of the First Option, the Up Town Mineral Property shall become subject to a net smelter royalty return interest of 2% in favour of SRR (the "**NSR**"), which can be reduced to 1% for a cash payment to SRR of $1,000,000.

Under the Assignment Agreement the Company is required to:

(i) make a $50,000 cash payment;
(ii) issue to Rover, within 25 business days of the closing date, such number of Common Shares of the Company as is equal to $300,000 divided by the price per share at which Common Shares are offered by the closing date;
(iii) complete an aggregate $1,250,000 in Exploration Expenditures (as defined in the Option Agreement) as follows:
    (1) $500,000 by June 30, 2021 (extended, as per below); and
    (2) an additional $725,000 by June 30, 2022 (amended, as per below).
(iv) pay an amount of $120,000 to SRR on or before March 16, 2021 (amended, as per below);
(v) ensure that all mineral claims, mining leases and other mining interests into which mineral claims may have been converted are and remain in good standing until the later of: (A) one (1) year from the date of the termination of the First Option; or (B) December 16, 2022.

On March 18, 2021, the Company, Rover, and SRR (collectively, the "**Parties**") agreed to amend certain terms of the Assignment Agreement ("**Amending Agreement**") as follows:

(i) The Company will issue to the Rover, within five days of the execution of the Amending Agreement, three million Common Shares;
(ii) The Company will complete an aggregate $1,250,000 in Exploration Expenditures as follows;
    (1) $500,000 by December 31, 2021; and
    (2) an additional $750,000 by December 31, 2022.
(iii) The Company will pay the amount of $120,000 to SRR in two instalments as follows:
    (1) $75,000 upon execution of the Amending Agreement; and
    (2) $45,000 on the earlier of:
        (A) within 5 days of the Arctic Shares being listed for trading on a Canadian securities exchange; or
        (B) June 30, 2021.
(iv) The Company will launch a new second private placement of Arctic Shares within two days of the execution of the Amending Agreement.

On March 23, 2021, the Company issued 3,000,000 shares at fair value of $300,000 to Rover, to satisfy the terms of the assignment agreement.

As of the date of filing of this MD&A, the Company had paid $50,000 to Rover, as well as the $75,000 and the remaining $45,000 to SRR.

Significant Events and Overall Performance (continued)

The Up Town Gold property is located in Canada's Northwest Territories, approximately three kilometers north of the city of Yellowknife, and geographically centered at 62°30' North latitude and 114°24' West longitude. The property is comprised of six mineral claims, totaling 3,267.24 hectares. The claims are located on 1:50,000 NTS map sheets 85J/08 and 85J/09. The property was initially staked by Panarc Resources Ltd. to cover gold showings that occur in intrusive rocks adjacent to the Yellowknife greenstone belt; a deposit model similar to the Granny Smith and Woodcutters Goldfield deposits in Australia, and the Renabie, Perron, Hammond Reef, and Cote Lake deposits in Canada.

A geological report (the "**Technical Report**") prepared by David White, P. Geo., and Micheal MacMorran who are "Qualified Persons" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), was completed in relation to the Property on January 27, 2021. The Technical Report recommended that the Company conduct a program consisting of geophysics (Induced Polarization survey) and diamond drilling, to retest historical drill results and to test any identified geophysical anomalies.

- A more comprehensive Induced Polarization survey is recommended for the area around and north of the No. 1 showing and at the Fox South Zone. Gold mineralization discovered on the property has been identified where it occurs in exposed bedrock. This survey would be conducted over the low lying linear physiographic features that may host altered structural zones. Zones that are relatively more conductive would be interpreted to be altered by structural and ultimately hydrothermal alteration processes.

- Diamond drilling is recommended at the No. 1 vein, J-7, Big Vein occurrences and at the Fox South Zone. The No. 1 Zone (and associated Big Vein) as well as the J7 Vein have not been adequately drill tested with a larger tonnage Archean lode gold model perspective. Historic drill results need to be retested with concept in mind. The ground between the Fox South 2017 collars, and along strike to the south of the FS-17-003 collar, are immediate targets to grow the economic potential of the Fox South Zone. Finally, any geophysical anomalies identified should be drill tested.

- The estimated budget was $650,000, which was updated to $678,000 when the original schedule was moved to the later in the year 2021.

- The proposed program payment plan required advancing funds based on certain timings in the work plan as follows: $100,000 + $300,000+ $250,00 = $650,000. The actual advances were: $100,000 (13 Jul) + $350,000 (1 Oct) + $190,000 (11 Nov, amount was reduced in agreement between the Company and Aurora Geosciences as program expenses were less than expected

Based on the findings in Technical Report the Company determined a program consisting of geophysics, and diamond drilling was warranted. The Company began executing the recommend drill plan in June 2021.

Exploration Program status as of 27 Dec 2021:

The below chart outlines the milestones completed to date and provides milestones to be achieved in the following calendar year, with expected timing and costs associated.

Description	Schedule	Estimate of Costs	Status	Costs Incurred
Objective #1 - Up Town property The Technical Report completed by Aurora Geoscience Ltd recommended that the Company conduct a program consisting of				

geophysics (Induced Polarization survey) and diamond drilling, to retest historical drill results and to test any identified geophysical anomalies. The Company is following the recommendations made in the Technical Report. **Scope of Work - 2021 Exploration Program.** The program of work managed under contract by Aurora Geoscience Ltd is listed below, including expected schedule, and expected costs:				
a. LIDAR Survey - Eagle Mapping Ltd. was contracted to complete this survey. Aurora has scheduled this survey to be completed in June, so that the processed data can be interpreted in a timely manner, and prior to conducting additional exploration on the property.	June 2021	$35,000	Completed	$25,812.50
a. Lease Survey - Mineral claims K15963 and K15962 need to be legally surveyed to Mining Lease prior to December 11 of 2021.	July 2021	$58,000	Completed	$76,672.58 (the higher actual from estimate is due to the work being delayed until the summer period when surface mobility was more difficult and time consuming)
b. Diamond Drilling – Diamond drilling focused on testing the remaining historic showings (No.1 Zone, J-7 Vein, Big Vein, 11S vein, C Vein) and new gold showings (R459809 and R459807). Approximately 1,000 m of total drilling, to be completed in holes less than 100 m in depth	Aug – Nov 2021	$574,000	Completed. Awaiting assay results	$438.554.19 (the lower actual expenses is a function of good weather, short travel distances, and no scope creep)
c. Reporting - - To keep the remaining four mineral claims (K15961, K15694, K15695, K15696) in good standing past December 11, 2021, an assessment report will need to be submitted to the MRO.	Jul 2021	$4,000	Ongoing	
d. Permit Renewal - Land Use Permit MV2017C0012 will expire May 03, 2022. This permit is required to continue	Oct 2021	$7,000	Ongoing	

drilling. The permit may be renewed in its current scope for another two years.				
			Total Expenditure	$541,039.27
Objective #2 – Complete an IPO on the CSE	Jan 2022		Ongoing	
Objective #3 – Up Town property - 2022 Drill plan – Assay results from Objective #1c will determine the scope of the 2022 drill plan.	Feb – May 2022	$750,000	Preliminary planning	

Program payment was executed through a series of advances from the Company to the Aurora Geosciences who provided the program management for the work to be performed. These advances are held in a Royal Bank of Canada Trust account ("RBC Trust"). Payments from the RBC Trust were approved by the Company based on Invoices received from Aurora Geosciences. Of the $590,000 advanced by the Company, $541,039.27 of expenditures were incurred up to 27 Dec. There is a balance of $48,960.73; sufficient to fund the remaining objectives from 2021

Diamond drilling was completed October 31, 2021 and samples are currently being analyzed.

The work completed will be indicative of where the next set of drill campaigns are to be positioned and any further grab or trench samples to be conducted on trend. The company expects to fulfil and/or exceed its Assignment Agreement option agreement obligation by end of 2022. Results from the two seasons of drilling will allow the management team to decide on the next steps that will identify zones of focus towards development.

Unless stated otherwise, the information in this section is summarized, compiled or extracted from the Technical Report. The Technical Report was prepared in accordance with NI 43-101 and has been filed with the securities regulatory authorities in Ontario.

Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. The Technical Report is available for review under the Company's profile on the SEDAR website at www.sedar.com.

Results of Operations

For the nine months ended September 30, 2021

During the nine months ended September 30, 2021 ("2021") the Company reported a net loss and comprehensive loss of $312,584 compared to $225,000 for the nine months ended September 30, 2020 ("2020"), an increase in loss of $87,584. The loss is primarily comprised of the following:

(a) An increase in interest expense in 2021 of $677 from $Nil in 2020 to $677 in 2021. The increase was the result of incurring interest on a promissory note during the 2021 period. The Company did not have any notes outstanding and did not incur interest during the 2020 period.
(b) A decrease in consulting expenses in 2021 of $87,778 from $225,000 in 2020 to $137,222 in 2021. This increase was a result of the Company incurring additional fees for services rendered during 2020. The additional services rendered in 2020 related to the services provided by four consultants throughout the period. These four consultants provided significant services related to the structuring of acquisitions and share issuances during 2020. As this structuring process and related services were provided by December 31, 2020, no such corresponding expense was recorded during the 2021 period.

Results of Operations (continued)

(c) An increase in filing expenses in 2021 of $11,066 from $Nil in 2020 to $11,066 in 2021. This increase was the result of the costs associated with increased share activity as well as the Company's preparation of a prospectus, and the commencement of the process of listing on the CSE. These factors all increased filing expenses in 2021 compared to 2020 as the Company had not undertaken any of these activities in 2020.
(d) An increase in investor communications in 2021 of $30,152 from $Nil in 2020 to $30,152 in 2021. As the Company was focused on structuring the Company in 2020 the Company did not incur any investor communication expenses. In 2021 the Company was progressing with its current operations which resulted in increased activity and the Company began its efforts in raising awareness in the Company. These activities resulted in the increase in investor communications costs in 2021 as compared to 2020.
(e) An increase in professional fees in 2021 of $43,843 from $Nil in 2020 to $43,843 in 2021. This increase in 2021 compared to 2020 was a result of the increase in accounting and legal fees associated with increased activity. The Company is attempting to list on the CSE which required additional accounting and legal services to meet the listing requirements. This resulted in additional professional fee costs in 2021.
(f) An increase in share-based compensation in 2021 of $86,903 from $Nil in 2020 to $86,903. The increase was the result of the Company issuing 5,875,000 performance warrants at fair value of $86,903 on January 11, 2021. The Company did not grant any warrants or record any share-based compensation in 2020.

For the three months ended September 30, 2021

During the three months ended September 30, 2021 ("Q3-2021") the Company reported a net loss and comprehensive loss of $140,896 compared to $75,000 for the nine months ended September 30, 2020 ("Q3-2020"), an increase in loss of $65,896. The loss is primarily comprised of the following:

(a) An increase in consulting expenses in Q3-2021 of $36,310 from $75,000 in Q3-2020 to $111,310 in Q3-2021. This increase was a result of the Company incurring additional fees for services rendered during Q3-2020. The services rendered in Q3-2020 related to the services provided by four consultants throughout the period. These four consultants provided significant services related to the structuring of acquisitions and share issuances during Q3-2020. As this structuring process and related services were provided by December 31, 2020, no such corresponding expense was recorded during the Q3-2021 period. However, as the Company has commenced operations in Q3-2021, it has contracted various consultants to further its business interests which increased consulting expenses over Q3-2020 when the Company had minimal operations.
(b) An increase in filing expenses in Q3-2021 of $8,151 from $Nil in Q3-2020 to $8,151 in Q3-2021. This increase was the result of the costs associated with increased share activity as well as the Company's preparation of a prospectus and the commencement of the process of listing on the CSE. These factors all increased filing expenses in Q3-2021 compared to Q3-2020 as the Company had not undertaken any of these activities in Q3-2020.
(c) An increase in investor communications in Q3-2021of $1,250 from $Nil in Q3-2020 to $1,250 in Q3-2021. The increase was a result of increased activity and efforts in raising awareness in the Company. As the Company was focused on structuring the Company in Q3-2020 the Company did not incur any investor communication expenses. In Q3-2021 the Company was progressing with its current operations which resulted increased activity and the Company began its efforts in raising awareness in the Company. These activities resulted in the increase in investor communications costs in 2021 as compared to Q3-2020.
(d) An increase in professional fees in Q3-2021 of $17,863 from $Nil in 2020 to $17,863 in Q3-2021. This increase in Q3-2021 compared to Q3-2020 was a result of the increase in accounting and legal fees associated with increased activity. The Company was attempting to list on the CSE which required additional accounting and legal services to facilitate the listing requirements. This resulted in additional professional fee costs in Q3-2021.

Share Capital Activity

On March 23, 2018, the Company issued 12,000,000 common shares at $0.0001 per share for proceeds of $1,200.

On November 2, 2020, the Company completed the first of three tranches of shares offering by issuing, 1,500,000 shares at $0.02 per share for proceeds of $30,000.

On December 1, 2020, the Company issued 15,000,000 common shares at fair value of $300,000 for services rendered by consultants at fair value of $300,000.

On December 3, 2020, the Company completed the second of three tranches of shares offering by issuing 9,500,000 shares at $0.02 for proceeds of $190,000.

On February 25, 2021 the Company completed the third of three tranches of a common share issuance by issuing 15,090,500 shares at $0.02 per share for proceeds of $301,810.

On February 25, 2021 the Company issued 246,340 common shares at fair value of $4,927 for services rendered by a consultant of the Company.

On March 23, 2021, the Company issued 3,000,000 common shares at fair value of $300,000 to Rover Metals Corp. pursuant to the Amending Agreement.

On June 23, 2021 the Company closed a private placement and received $689,100 for 6,891,000 shares issued.

On June 30, 2021, the Company issued 930,000 Common Shares at with a fair value of $0.10 per share to settle $93,000 of accounts payable.

On July 22, 2021, the Company issued 2,250,000 common shares upon the exercise of 2,250,000 warrants at $0.02 per share for proceeds of $45,000.

On September 24, 2021, the Company issued 3,625,000 common shares upon the exercise of 3,625,000 warrants at $0.02 per share for proceeds of $72,500.

Cash Flow Analysis

Operating Activities

During the nine months ended September 30, 2021 and 2020 cash used in operating activities was $344,484, and $nil, respectively. The increase during the nine months ended September 30, 2021, is attributed to an increase in activity which resulted in an increase in net loss and cash used for prepaid expenses. This was offset by non-cash share-based compensation of $86,903 and an increase in accounts payable and accrued liabilities of $230,097. During the nine months ended September 30, 2020, the Company incurred a net loss of $225,000 which was fully offset by an increase in payables.

Financing activities

During the nine months ended September 30, 2021, cash provided by financing activities was $1,078,069 compared to $Nil during the nine months ended September 30, 2020. The increase during the 2021 period is primarily attributed to the receipt of $1,086,910 from the issuance of common shares and the receipt of $11,159 from the issuance of special warrants offset by the repayment of $20,000 for a related party loan. There were no financing activities during the nine months ended September 30, 2021.

Summary of Quarterly Results

	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021	Three Months Ended March 31, 2021	Three Months Ended December 31, 2020
Total assets	$ 1, 650,789	$ 1,360,958	$ 509,012	$ 261,200
Working capital	1,511,642	1,349,471	481,640	239,827
Loss for the period	(140,896)	(28,181)	(143,507)	(76,373)
Loss per share	(0.00)	(0.00)	(0.01)	(0.00)

	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019
Total assets	$ 1,200	$ 1,200	$ 1,200	$ 1,200
Working capital	1,200	1,200	1,200	1,200
Loss for the period	(75,000)	(75,000)	(75,000)	-
Loss per share	(0.01)	(0.01)	(0.01)	-

During the quarter ended December 31, 2019, the Company was inactive and only incurred expenses. Total assets during this period comprised of $1,200 cash raised from share issuances during 2018. During the year ended December 31, 2020, the Company saw an increase in operations and incurred consulting expenses evenly throughout the year.

The issuance of shares for cash and prepaid expenses during the three months ended March 31, 2021, increased total assets and working capital for the period. During the three months ended March 31, 2021, the Company increased operations and activity which increased net loss. The issuance of shares for cash in June 2021, increased total assets and working capital at June 30, 2021. Net loss for the three months ended March 31, 2021 was higher than all other quarters presented as a result of $86,903 of share-based compensation incurred during the period.

Net loss during the quarter ended September 30, 2021 increased over all other quarters than the quarter ended March 31, 2021 as the Company further increased operations and added additional consultants to further advance the Company's directives. Total assets increased during the quarter as the Company issued shares for cash proceeds.

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of Common Shares. From the date of incorporation on March 23, 2018, to September 30, 2021, it has raised $1,326,910 from the sale of shares for cash. As at September 30, 2021, the Company had working capital of $1,511,642 comprised mainly of cash on hand of $899,785 and prepaid expenses of $749,504, compared to working capital of $239,827 comprised of cash on hand of $166,200 and prepaid expenses of $95,000 at December 31, 2020.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

Liquidity and Capital Resources (continued)

While the information in this prospectus has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Risk, Uncertainties and Outlook

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company.

Limited Operating History

The Company has a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based.

Uncertain Liquidity and Capital Resources

For the period from incorporation to September 30, 2021, the Company accumulated losses of $613,957. The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Up Town Gold Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's Common Shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

No Known Economic Deposits

The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

Fluctuations in Metal Prices

Factors beyond the Company's control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the Company's exploration activities cannot be predicted. For example, gold prices are affected by numerous factors including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. As well, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Risk, Uncertainties and Outlook (continued)

Title Risk

The Company cannot guarantee that title to its mineral properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. The Company has not conducted surveys of all of the claims in which it holds direct or indirect interests. A successful challenge to the precise area and location of these claims could result in the Company being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the land which is covered by the Up Town Gold Mineral Property. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In the event that First Nations title is asserted and proved on the Up Town Gold Property, provincial and federal laws will continue to be valid provided that any infringements of First Nations title, including mining and exploration, are either consented to by First Nations groups or are justified. However, no assurance can be given that a broad recognition of First Nations rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Land Use Approvals and Permits

The proposed exploration program described in the Technical Report is expected to include exploration work for which land use approvals or permits must be obtained from the Northwest Territories government. The Company cannot guarantee that it will be able to obtain all such approvals or permits in a timely manner or at all, and any delay or failure to receive any required land use approvals or permits could negatively impact the Company's future exploration of the Up Town Gold Property.

Exploration and Development Risk

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

Risk, Uncertainties and Outlook (continued)

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Environmental Laws and Regulations

The Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

The operations of the Company including exploration and any development activities or commencement of production on its properties, require permits from various federal, provincial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. To the extent that such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

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

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. The Company may be liable for environmental contamination and natural resource damages relating to the Property that occurred before the Company owned the Property. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

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

Risk, Uncertainties and Outlook (continued)

Influence of Third-Party Stakeholders

The Property or the roads or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates on the Property may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

Uninsurable Risks

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

Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire attractive mineral properties on terms it considers acceptable. The Company also competes with other companies for the recruitment and retention of qualified employees and other personnel.

Management

The Company's prospects depend in part on the ability of its senior management and directors to operate effectively and the loss of the services of such persons could have a material adverse effect on the Company. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. The Company does not have key man insurance in place in respect of any of its directors or officers.

Option Agreement Obligations

The Assignment Agreement provides that the Company must make a series of payments in cash over certain time periods and expend certain minimum amounts on the exploration of the Property. If the Company fails to make such payments or expenditures in a timely fashion, the Company may lose its interest in the Property.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. In particular, the CEO and CFO of the Company will only be devoting 50% and 25% of their time, respectively, to the business and affairs of the Company. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Risk, Uncertainties and Outlook (continued)

Dividends

The Company has not declared or paid any dividends on its common shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

Estimates and Assumptions

Preparation of its financial statements requires the Company to use estimates and assumptions. Accounting for estimates requires the Company to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Company could be required to write down its recorded values. On an ongoing basis, the Company re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

Costs and Compliance Risks

Legal, accounting and other expenses associated with public company reporting requirements are significant. The Company anticipates that costs may increase with corporate governance related requirements, including, without limitation, requirements under National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, National Instrument 52-110 – *Audit Committees* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

The Company also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for the Company to attract and retain qualified individuals to serve on its board of directors or as executive officers.

COVID-19 Outbreak

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

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 pandemic, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans for 2021 in accordance with the use of proceeds section above.

Contingencies

The Company has no contingencies as at the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-Balance Sheet arrangements as at the date of this MD&A.

Related Party Transactions

The officers and directors of the Company are as follows:

Dixon Lawson	CEO, President and Secretary
Mike Hudson	CFO and Director
Paul Chung	Director
Jessica Patterson	Director
Milos Masnikosa	Director
Robert Davies	Director

Included in promissory note at September 30, 2021 is $2,050 in outstanding balance (December 31, 2020 - $21,373) owing to a shareholder and director of the Company.

During the periods ended September 30, 2021 and 2020, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

	For the nine month period ended September 30, 2021 $	For the nine month period ended September 30, 2020 $
Consulting services	**24,485**	225,000

Proposed Transactions

There are no proposed transactions.

Critical accounting estimates

By definition the Company is a venture issuer and as such utilizes limited critical accounting estimation.

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities and expenses. Some of these estimates require judgment about matters that are inherently uncertain.

Estimates and assumptions where there are significant risks of material adjustments to assets and liabilities in future accounting periods include share-based awards and payments and fair value measurements for financial instruments.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to the inputs used in accounting for share-based payments; and the inputs used in determining the recoverable amount of assets that are considered impaired.

Changes in Accounting Policies including Initial Adoption

Accounting standards or 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.

Financial Instruments and Other Instruments

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

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

The Company's financial instruments include cash, refundable deposits (included within prepaid expenses) and promissory note. The carrying value of the refundable deposit and the promissory note approximate their respective fair values due to the short-term to maturity of these financial instruments. Cash is measured based on Level 1 of the fair value hierarchy. Warrant liabilities are measured at Level 3 of the fair value hierarch. There were no transfers between levels in the fair value hierarchy.

The Company's financial instruments are exposed to certain financial risks and the risk exposure is summarized as follows:

<u>Credit risk</u>

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's maximum exposure to credit risk is the carrying amount of cash and refundable deposits, which totaled to $899,785 as at September 30, 2021. The Company's cash is held both in trust by the Company's legal firm and at a high-credit quality Canadian financial institution. As all of the Company's cash is held either in a trust bank account with the Company's legal firm or at a high-credit quality Canadian financial institution, management believes that there is minimal credit risk. In addition, the Company is exposed to credit risk with respect to the refundable deposit of $470,000 with Rover Metals Corp. Should the Assignment Agreement not be completed, and the Company is not successful in obtaining back the refundable deposit, the Company's exposure to loss on the refundable deposit is the entire deposit amount.

<u>Currency Risk</u>

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. The Company does not have transactions denominated in foreign currencies, therefore it is not exposed to currency risk. The Company's cash is held in Canadian dollars.

<u>Interest Rate Risk</u>

Interest rate risk is the risk related to the fair value or future cash payments of interest-bearing financial instruments due to changes in interest rates. The Company has interest-bearing debt with fixed rates; therefore, management believes that the Company's exposure to interest rate risk is minimal.

Financial Instruments and Other Instruments (continued)

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances. As at September 30, 2021, the Company had cash of $899,785 to cover current liabilities of $139,147.

Other Requirements

Outstanding Share Data

As at December 27, 2021, the Company has:

a) 70,032,840 common shares outstanding;
b) Nil stock options outstanding; and
c) Nil share purchase warrants outstanding; and
d) 323,500 special warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.SEDAR.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Forward-Looking Statements

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance and the sufficiency of current working capital. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the annual MD&A, additional, important factors, if any, are identified here.

The Company does not have a history of earnings. These statements represent management's expectations or beliefs concerning, among other things, future performance and financial results and various components thereof. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking assumptions will not be achieved by the Corporation. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to: changes in business strategies; general economic and business conditions; the effects of competition; changes in laws and regulations, including environmental and regulatory laws; and various events that could disrupt operations. Actual performance and financial results in future periods may differ materially from any projections of future performance or results expressed or implied by forward-looking statements.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information, future events or otherwise, or the foregoing list of factors affecting such information.

MELIUS CAPITAL CORP.

Financial Statements

For the years ended December 31, 2020, 2019 and for the period from inception on

March 23, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Melius Capital Corp.:

Opinion

We have audited the financial statements of Melius Capital Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2020, 2019 and 2018, and the statements of loss and comprehensive loss, statements of changes in shareholders' equity and statements of cash flows for the years ended December 31, 2020 and 2019, and the period from inception on March 23, 2018 to December 31, 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December, 31, 2020, 2019 and 2018, and its financial performance and its cash flows for the years ended December 31, 2020 and 2019, and the period from inception on March 23, 2018 to December 31, 2018 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which describes the events and conditions indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
May 21, 2021

MELIUS CAPITAL CORP.
STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	Note	As at December 31, 2020 $	As at December 31, 2019 $	As at December 31, 2018 $
ASSETS				
Current assets				
Cash		**166,200**	1,200	1,200
Prepaid	4	**95,000**	-	-
TOTAL ASSETS		**261,200**	1,200	1,200
LIABILITIES				
Current liabilities				
Promissory note	5	**21,373**	-	-
TOTAL LIABILITIES		**21,373**	-	-
SHAREHOLDERS' EQUITY				
Share capital	6	**521,200**	1,200	1,200
Share subscriptions	6	**20,000**	-	-
Deficit		**(301,373)**	-	-
TOTAL SHAREHOLDERS' EQUITY		**239,827**	1,200	1,200
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**261,200**	1,200	1,200

Nature and continuance of operations (Note 1)
Commitments and contingencies (Note 3)
Subsequent events (Note 11)

Approved on behalf of the Board on May 21, 2021:

"Jessica Patterson"

Director

"Paul Chung"

Director

MELIUS CAPITAL CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

	Note	For the Year ended December 31, 2020 $	For the Year ended December 31, 2019 $	For the period from inception on March 23, 2018 to December 31, 2018 $
Expenses				
Interest	5	**1,373**	-	-
Consulting	6	**300,000**	-	-
Net loss and comprehensive loss for the period		**(301,373)**	-	-
Loss and comprehensive loss per share – basic and diluted		**(0.02)**	(0.00)	(0.00)
Weighted average number of common shares outstanding		**14,204,110**	12,000,000	12,000,000

MELIUS CAPITAL CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

		Share capital				
		Number of shares #	Amount $	Share subscriptions $	Deficit $	Total $
Balance at March 23, 2018 (Inception)		-	-	-	-	-
Shares issued for cash	6	12,000,000	1,200	-	-	1,200
Loss and comprehensive loss for the period		-	-	-	-	-
Balance at December 31, 2018		12,000,000	1,200	-	-	1,200
Loss and comprehensive loss for the year		-	-	-	-	-
Balance at December 31, 2019		12,000,000	1,200	-	-	1,200
Shares issued for consulting services	6	15,000,000	300,000	-	-	300,000
Shares issued for cash	6	11,000,000	220,000	-	-	220,000
Share subscriptions		-	-	20,000	-	20,000
Loss and comprehensive loss for the year		-	-	-	(301,373)	(301,373)
Balance at December 31, 2020		**38,000,000**	**521,200**	**20,000**	**(301,373)**	**239,827**

The accompanying notes are an integral part of these financial statements

MELIUS CAPITAL CORP.
STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $	For the period from inception on March 23, 2018 to December 31, 2018 $
Operating activities			
Net loss for the period	**(301,373)**	-	-
Items not affecting cash:			
Shares issued for consulting services	**300,000**	-	-
Accrued interest	**1,373**	-	-
Changes in non-cash working capital item:			
Change in prepaid	**(95,000)**	-	-
Net cash used in operating activities	**(95,000)**	-	-
Financing activities			
Proceeds from promissory note	**20,000**	-	-
Proceeds from issuance of common shares	**220,000**	-	1,200
Proceeds from share subscriptions	**20,000**	-	-
Net cash provided by financing activities	**260,000**	-	-
Change in cash	**165,000**	-	1,200
Cash, beginning of period	**1,200**	1,200	-
Cash, end of period	**166,200**	1,200	1,200

Supplemental non-cash flow information:

Years ended,	**For the year ended December 31, 2020 $**	For the year ended December 31, 2019 $	For the period from inception on March 23, 2018 to December 31, 2018 $
Income taxes paid	-	-	-
Interest paid	-	-	-

The accompanying notes are an integral part of these financial statements

1. Nature and continuance of operations

Melius Capital Corp. (the "Company") is incorporated under the laws of the province of Ontario, Canada, and its principal activity is the acquisition and exploration of exploration and evaluation assets in Canada. The Company is in the process of acquiring a 100% interest in the Up Town Mineral Property located in the Northwest Territories (Note 3). The Company is also working towards obtaining a public listing on the TSX Venture Exchange (the "TSX-V").

The head office and registered office of the Company are located at 409 – 22 Leader Lane, Toronto, Ontario, Canada, M5E0B2.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has substantial financial commitments in respect of the Up Town Mineral Property described in Note 3. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at December 31, 2020, the Company is in the process of completing share issuances to finance operations. The material uncertainty caused by these events and conditions casts significant doubt about the Company's ability to continue as a going concern. As at December 31, 2020, the Company has not acquired any exploration properties. The Company's continuation as a going concern is dependent upon its ability to seek and acquire exploration properties, and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs and fund its exploration activities over the next twelve months with proceeds from a private placement of common shares and/or loans from directors and companies controlled by directors.

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

2. Statement of compliance and significant accounting policies

These financial statements were authorized for issue on May 21, 2021 by the directors of the Company.

Statement of compliance with International Financial Reporting Standards

The financial statements of the Company comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

Basis of presentation

These financial statements are based on historical costs, except for financial instruments measured at fair value. The financial statements are presented in Canadian dollars, unless otherwise noted, which is the Company's functional currency. In addition the financial statements have been prepared on the accrual basis except for cash flow information.

2. Statement of compliance and significant accounting policies (Cont'd)

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to the financial statements in future accounting periods include estimation of fair value of services provided by key management personnel, that are paid through the issuance of common shares, as measured by reference to the fair value of the common shares issued, and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to material uncertainty; and
- the recoverability of the prepaid expenditures related to the Up Town Mineral Property that the Company expects to obtain an option to explore (Note 3).

Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined to be the Canadian dollar for the Company. Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in a currency other than the Canadian dollar are translated at the exchange rate at the reporting date, while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss the period in which they arise.

Exploration and evaluation expenditures

Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Once the legal rights to explore an area are obtained, the Company capitalizes exploration and evaluation expenditures as intangible assets on a property-by-property basis. Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

2. Statement of compliance and significant accounting policies (Cont'd)

All capitalized mineral property costs are reviewed at each reporting date, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the carrying value, provision is made for the impairment in value. The amounts capitalized for mineral properties represent costs incurred to date less write-downs.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds. Proceeds received on the issuance of units, consisting of common shares and warrants are allocated first to share capital based on the fair value of the Company's common shares. If there is a residual value, after deducting the fair value of the common shares issued from the proceeds received, that residual value is allocated to warrants.

Income (loss) per share

Basic loss per share is calculated by dividing the income or loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. In calculating the diluted income per share, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. Diluted loss per share equals basic loss per share, as the effect of dilutive share options and warrants would be anti-dilutive. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

2. Statement of compliance and significant accounting policies (Cont'd)

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment using the effective interest rate method. The effective interest rate method is the rate that discounts estimated future cash flows over the expected life of the financial instrument, or where appropriate, a shorter period.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

Financial assets at FVTOCI

Financial assets that meet the following conditions are measured at FVTOCI:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

The Company does not currently hold any financial instruments designated as FVTOCI.

Equity instruments designated as FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in Other Comprehensive Income ("OCI"). The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument, instead, it is transferred to deficit. The Company does not currently hold any equity instruments designated as FVTOCI.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

2. Statement of compliance and significant accounting policies (Cont'd)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the statements of loss and comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Impairment of assets

The carrying amount of the Company's long-lived assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous periods.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Share-based payments

From time to time, the Company grants options to purchase common shares to directors, officers, employees and non-employees. The Company accounts for share-based payments, including shares and stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. Share-based payments granted to non-employees are measured at the fair value of goods or services received unless that cannot be reasonably estimated in which case the fair value of the equity instrument is used. The fair value of stock options on the grant date is determined using the Black-Scholes option pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

2. Statement of compliance and significant accounting policies (Cont'd)

Income taxes

Current income tax

Current income tax assets and liabilities for the period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in OCI or equity is recognized in OCI or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax assets and tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities, the income taxes relate to the same taxable entity and the same taxation authority, and the Company intends to settle its current tax assets and liabilities on a net basis.

Restoration and environmental obligations

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

The Company's estimates of restoration 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 restoration 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 present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss.

The present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

2. Statement of compliance and significant accounting policies (Cont'd)

New accounting standards issued

Accounting standards or amendments to existing accounting standards that have been issued and are effective, are either not applicable or did not have a material impact on the Company's financial statements.

Accounting standards issued but not yet effective

There are no new IFRS or Interpretations that are issued but not yet effective that would be expected to have a material impact on the Company's financial statements.

3. Up Town Mineral Property Assets

On December 4, 2020, the Company entered into an Assignment and Assumption agreement (the "Assignment Agreement") with Rover Metals Corp. (the "Assignor") and Silver Range Resources Ltd. ("SRR").

The Assignor, SRR and Panarc Resources Ltd. ("Panarc") are parties to a property option agreement dated September 9, 2016, as amended on August 15, 2017, April 6, 2018, September 5, 2018, February 18, 2020, and December 4, 2020 (collectively the "Option Agreement") pursuant to which SRR granted to the Assignor an option (the "First Option") to acquire a 75% interest in certain mineral claims located in the Northwest Territories (the "Up Town Mineral Property Assets").

Under the Option Agreement, the Assignor was also granted a second option (the "Second Option") to acquire from SRR the remaining 25% interest in the Up Town Mineral Property Assets upon the exercise of the First Option.

Under the Option Agreement, upon the exercise of the First Option, the Up Town Mineral Property Assets shall become subject to a net smelter royalty return interest of 2% in favour of SRR (the "NSR"), which can be reduced to 1% for a cash payment to SRR of $1,000,000.

The Assignor and the Company are parties to a non-binding letter of intent (the "LOI") dated October 26, 2020 wherein the Assignor has agreed to transfer and assign to the Company all of its rights, obligations, interests and assets with respect of the First Option.

The closing of the transactions contemplated by this Assignment Agreement will occur on the date that is fifteen (15) business days following the receipt of TSX Venture Exchange approval to this Assignment Agreement and the transactions contemplated herein (the "Closing Date").

Under the LOI the Company is required to:

i) make a $50,000 (paid) cash payment, refundable only if the TSX Venture Exchange does not approve the transaction;

ii) issue to the Assignor, within 25 business days of the Closing Date, such number of common shares of the Company (the "Melius Shares") as is equal to $300,000 divided by the price per share at which Melius Shares are offered by the Closing Date;

(EXPRESSED IN CANADIAN DOLLARS)

3. Up Town Mineral Property Assets (Cont'd)

iii) complete an aggregate $1,250,000 in Expenditures (as defined in the Option Agreement) as follows:

(1) $500,000 by June 30, 2021 (extended, refer to Note 11); and

(2) an additional $725,000 by June 30, 2022 (amended, refer to Note 11).

iv) pay an amount of $120,000 to SRR on or before March 16, 2021 (amended, refer to Note 11);

v) ensure that all mineral claims, mining leases and other mining interests into which mineral claims may have been converted are and remain in good standing until the later of: (A) one (1) year from the date of the termination of the First Option; or (B) December 16, 2022.

As at December 31, 2020, the Company paid $50,000 to the Assignor and recorded the amount as Prepaid (Note 4). As at December 31, 2020, the Company has not completed the terms of the Assignment Agreement.

4. Prepaid

	As at December 31, 2020 $	As at December 31, 2019 $	As at December 31, 2018 $
Balance, beginning of the period	**-**	-	-
Additions	95,000	-	-
Balance, end of period	**95,000**	-	-

During the year ended December 31, 2020, the Company prepaid an arms-length vendor $45,000 for exploration services and prepaid the Assignor (Note 3) $50,000.

5. Promissory note

	As at December 31, 2020 $	As at December 31, 2019 $	As at December 31, 2018 $
Balance, beginning of the period	**-**	-	-
Issuance	**20,000**	-	-
Interest	**1,373**	-	-
Balance, end of period	**21,373**	-	-

During the year ended December 31, 2020, the Company entered into a related party promissory note ("Promissory Note") (Note 7). The Principal amount of the Promissory Note is $20,000. The Promissory Note bears interest at 5% per month compounded monthly and is due on demand.

6. Share capital

Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consist only of common shares and are fully paid.

Issued share capital

As at December 31, 2020, the Company had 38,000,000 (2019 – 12,000,000; 2018 – 12,000,000) shares outstanding.

During the year ended December 31, 2020

On December 1, 2020, the Company issued 15,000,000 common shares at a value of $0.02 per share in payment of $300,000 of consulting services rendered (Note 7).

On November 2, 2020, the Company completed the first of three tranches of a share issuance by issuing, 1,500,000 shares at $0.02 per share for proceeds of $30,000.

On December 3, 2020, the Company completed the second of three tranches of a share issuance by issuing 9,500,000 shares at $0.02 for proceeds of $190,000.

During the year ended December 31, 2019

During the year ended December 31, 2019, no shares were issued.

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During the period from inception on March 23, 2018 to December 31, 2018

On March 23, 2018, the Company issued 12,000,000 common shares at $0.0001 per share for proceeds of $1,200.

Share subscriptions

As at December 31, 2020, the Company has received $20,000 in respect of subscriptions for common shares. The shares were issued on February 25, 2021 (Note 11).

7. Related party transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Included in promissory note at December 31, 2020 is $21,373 (2019 - $nil; 2018 - $nil) owing to a shareholder and director of the Company (Note 5).

During the years ended December 31, 2020 and 2019, and for the period from inception on March 23, 2018 to December 31,2018, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

(EXPRESSED IN CANADIAN DOLLARS)

7. Related party transactions (Cont'd)

	For the year ended December 31, 2020	For the year ended December 31, 2019	For the period from inception on March 23, 2018 to December 31, 2018
	$	$	$
Consulting services	**300,000**	-	-

8. Financial instrument fair value and risk factors

Fair value

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

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

The Company's financial instruments include cash, refundable deposits (included within prepaids) and promissory note. The carrying value of the refundable deposit and the promissory note approximate their respective fair values due to the short-term to maturity of these financial instruments. Cash is measured based on Level 1 of the fair value hierarchy.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2020, December 31, 2019 and December 31, 2018:

	As at December 31, 2020		
	Level 1	**Level 2**	**Level 3**
Cash	$ 166,200	$ -	$ -

	As at December 31, 2019		
	Level 1	**Level 2**	**Level 3**
Cash	$ 1,200	$ -	$ -

	As at December 31, 2018		
	Level 1	**Level 2**	**Level 3**
Cash	$ 1,200	$ -	$ -

8. Financial instrument fair value and risk factors (Cont'd)

Risk factors

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

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's maximum exposure to credit risk is the carrying amount of cash and refundable deposits. The Company's cash is held in trust by the Company's legal firm. As all of the Company's cash is held in a trust bank account with the Company's legal firm, management believes that there is minimal credit risk. In addition, the Company is exposed to credit risk with respect to the refundable deposit of $50,000 with Rover Metals Corp. Should the Assignment Agreement not be completed, and the Company is not successful in obtaining back the refundable deposit, the Company's exposure to loss on the refundable deposit is the entire deposit amount.

Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. The Company does not have transactions denominated in foreign currencies, therefore it is not exposed to currency risk. The Company's cash is held in Canadian dollars.

Interest Rate Risk

Interest rate risk is the risk related to the fair value or future cash payments of interest-bearing financial instruments due to changes in interest rates. The Company has interest-bearing debt with fixed rates; therefore, management believes that the Company's exposure to interest rate risk is minimal.

Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances.

9. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional exploration and evaluation interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

(EXPRESSED IN CANADIAN DOLLARS)

9. Capital management (Cont'd)

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management from inception.

10. Income taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $	For the period from inception on March 23, 2018 to December 31, 2018 $
Net loss for the period	$ (301,373)	$ -	$ -
Statutory tax rate	27%	27%	27%
Expected income tax recovery	(81,371)	-	-
Change in unrecognized deferred tax assets	81,371	-	-
Income tax recovery	$ -	$ -	$ -

Deferred tax assets consist of non-capital loss carryforwards of $301,373, which will expire in the year 2040.

11. Subsequent Events

On February 25, 2021 the Company completed the third of three tranches of a common share issuance by issuing 15,336,840 shares at $0.02 per share for proceeds of $306,737.

On March 18, 2021, the Assignee, Assignor, and SRR (collectively, the "Parties") agreed to amend certain terms of the Assignment Agreement ("Amending Agreement") as follows:

1. The Company will issue to the Assignor, within five days of the execution of the Amending Agreement, three million Melius Shares;
2. The Company will complete an aggregate $1,250,000 in Expenditures as follows:
   (1) $500,000 by December 31, 2021; and
   (2) an additional $750,000 by December 31, 2022.
3. The Company will pay the amount of $120,000 to SRR in two instalments as follows:
   (1) $75,000 upon execution of the Amending Agreement (paid in March 2021); and
   (2) $45,000 on the earlier of:
      (I) within 5 days of the Melius Shares being listed for trading on a Canadian securities exchange; or
      (II) June 30, 2021.
4. The Company will launch a new second private placement of Melius common shares within two days of the execution of the Amending Agreement.

   During the subsequent period the Company has launched a second private placement. As at May 21, 2021, the Company has received $263,559 in advance for shares to be issued.

On March 23, 2021, the Company issued 3,000,000 common shares to Rover Metals Corp. pursuant to the Amending Agreement.

MELIUS CAPITAL CORP.

Management's Discussion and Analysis

For the years ended December 31, 2020 and 2019 and for the period from inception on March 23, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended December 31, 2020, compared to the year ended December 31, 2019 and the period from inception on March 23, 2018 to December 31, 2018. This report, prepared as at May 21, 2021, intends to complement and supplement our financial statements (the "financial statements") for the years ended December 31, 2020, 2019 and for the period from inception on March 23, 2018 to December 31, 2018 and should be read in conjunction with the financial statements and the accompanying notes.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "Melius", we mean Melius Capital Corp., as it may apply.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overall Performance

The Company is a natural resource company engaged in the acquisition and exploration of mineral properties. The Company is currently in the process of satisfying the terms of an assignment agreement for the option to acquire a 100% interest in the Up Town Mineral Property Assets (the "Up Town Mineral Property Assets"), located in the Northwest Territories. The Company is a reporting issuer and is in the process of obtaining a listing for its common shares on the TSX-Ventures Exchange (the "TSX-V"). Capital markets have been seeing an increase in activity during COVID-19 due to the increase in prices of commodities and the Company is aiming to use this opportunity to gain access to sufficient capital to meet exploration budgets through equity issuance.

Up Town Mineral Property Assets

On December 4, 2020, the Company entered into an Assignment and Assumption agreement (the "Assignment Agreement") with Rover Metals Corp. (the "Assignor") and Silver Range Resources Ltd. ("SRR").

The Assignor, SRR and Panarc Resources Ltd. ("Panarc") are parties to a property option agreement dated September 9, 2016, as amended on August 15, 2017, April 6, 2018, September 5, 2018, February 18, 2020, and December 4, 2020 (collectively the "Option Agreement") pursuant to which SRR granted to the Assignor an option (the "First Option") to acquire a 75% interest in certain mineral claims located in the Northwest Territories (the "Up Town Mineral Property Assets").

Under the Option Agreement, the Assignor was also granted a second option (the "Second Option") to acquire from SRR the remaining 25% interest in the Up Town Mineral Property Assets upon the exercise of the First Option.

Up Town Mineral Property Assets (Cont'd)

Under the Option Agreement, upon the exercise of the First Option, the Up Town Mineral Property Assets shall become subject to a net smelter royalty return interest of 2% in favour of SRR (the "NSR"), which can be reduced to 1% for a cash payment to SRR of $1,000,000.

The Assignor and the Company are parties to a non-binding letter of intent (the "LOI") dated October 26, 2020 wherein the Assignor and the Company set out the terms wherein the Assignor has agreed to transfer and assign to the Company all of its rights, obligations, interests and assets with respect of the First Option and the Company has agreed to accept the transfer and assignment and to assume and perform all of the Assignor's obligations under the Option Agreement with respect to the First Option, all in accordance with the terms and conditions set out herein (collectively the "Assignment").

The closing of the transactions contemplated by this Assignment will occur on the date that is fifteen (15) business days following the receipt of TSX-V approval to this Assignment and the transactions contemplated herein (the "Closing Date").

Under the Assignment Agreement, SRR hereby agrees and consents to the Assignment by the Assignor to the Company of all of its rights, duties, benefits and obligations related to the First Option, subject to the terms and conditions of the Option Agreement below:

In consideration for the Assignment, the Company hereby agrees to:

i) make a $50,000 (paid) cash payment to the Assignor concurrently with the execution of this Assignment Agreement, refundable only if the TSX-V does not approve the transaction as described throughout this Assignment Agreement;

ii) issue to the Assignor, within 25 business days of the Closing Date, such number of common shares of the Assignee (the "Melius Shares") as is equal to $300,000 divided by the price per share at which Melius Shares are offered under a new private placement of Melius Shares by the Closing date;

iii) complete an aggregate $1,250,000 in Expenditures (as defined in the Option Agreement) as follows:

(1) $500,000 by June 30, 2021 (extended subsequent to December 31, 2020); and

(2) an additional $725,000 by June 30, 2022.

iv) pay the amount of $120,000 to SRR pursuant to, on or before March 16, 2021 (extended subsequent to December 31, 2020);

v) ensure that all mineral claims, mining leases and other mining interests into which mineral claims may have been converted are and remain in good standing until the later of: (A) one (1) year from the date of the termination of the First Option; or (B) December 16, 2022; and

vi) otherwise take all additional steps necessary to exercise the First Option in accordance with the terms and conditions of the Option Agreement.

As at December 31, 2020, the Company has paid $50,000 to the Assignor. As at December 31, 2020, the Company has not completed the terms of the Assignment Agreement.

On March 18, 2021, the Assignee, Assignor, and SRR (collectively, the "Parties") have mutually agreed to amend certain terms of the Assignment Agreement governing:

i. The date by which the Assignee will issue certain · Melius Shares to the Assignor;
ii. The dates by which the Assignee will make certain payments to SRR; and
iii. The date by which the Assignee will complete certain Expenditures.

The Parties agree as follows:

Up Town Mineral Property Assets (Cont'd)

1. The Company will issue to the Assignor, within five days of the execution of the Amending Agreement, three million Melius Shares at a deemed price of $0.10 per Melius Share;
2. The Company will complete an aggregate $1,250,000 in Expenditures as follows:
   (1) $500,000 by December 31, 2021; and
   (2) an additional $750,000 by December 31, 2022.
3. The Company will pay the amount of $120,000 to SRR in two instalments as follows:
   (1) $75,000 upon execution of the Amending Agreement; and
   (2) $45,000 on the earlier of:
      (I) within 5 days of the Melius Shares being listed for trading on a Canadian securities exchange; or
      (II) June 30, 2021.
4. The Company will launch a new second private placement of Melius Shares within two days of the execution of the Amending Agreement.

During the subsequent period the Company has launched a second private placement. As at May 28, 2021, the Company has received $283,559 in advance for shares to be issued.

On March 23, 2021, the Company issued 3,000,000 common shares at fair value of $300,000 to Rover Metals Corp. pursuant to the original Assignment and Assumption Agreement entered into on November 13, 2020 and the Amending Agreement to the Assignment and Assumption Agreement entered into on March 18, 2021.

Results of Operations

During the year ended December 31, 2020, the Company recorded a loss of $301,373 compared to a loss of $nil and $nil during the year ended December 31, 2019 and the period from inception on March 23, 2018 to December 31, 2018, respectively (the "comparative periods"). Some of the significant changes to operations are as follows:

- Interest expense of $1,373 (2019 - $nil, 2018 - $nil) is accrued for a note payable from a shareholder and consultant of the Company.
- Consulting expense of $300,000 (2019 - $nil, 2018 - $nil) are non-cash fees paid in shares to consultants of the Company for services rendered for the structuring of acquisitions and share issuances.

For the three-month period ended December 31, 2020, the Company recorded a loss of $76,373 (2019 - $nil, 2018 - $nil). The discussion of the variances for the three-month period ended December 31, 2020 are similar the discussion above. The Company incurred consulting expense of $75,000 (2019 - $nil, 2018 - $nil) and interest expense of $1,373 (2019 - $nil, 2018 - $nil) during the three-month period ended December 31, 2020.

The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business activities.

Share Capital Activity

On March 23, 2018, the Company issued 12,000,000 common shares at $0.0001 per share for proceeds of $1,200.

On November 2, 2020, the Company completed the first of three tranches of shares offering by issuing, 1,500,000 shares at $0.02 per share for proceeds of $30,000.

On December 1, 2020, the Company issued 15,000,000 common shares at fair value of $300,000 for services rendered by consultants at fair value of $300,000.

On December 3, 2020, the Company completed the second of three tranches of shares offering by issuing 9,500,000 shares at $0.02 for proceeds of $190,000.

Share Capital Activity (Cont'd)

On February 25, 2020, the Company completed the third of three tranches of shares offering by issuing 15,336,840 shares at $0.02 for proceeds of $306,737.

Cash Flow Analysis

Operating Activities

During the years ended December 31, 2020, 2019 and for the period from inception on March 23, 2018 to December 31, 2018, cash used in operating activities was $95,000, $nil and $nil, respectively. The increase during the year is attributed to prepayments for exploration activities and to satisfy the terms of the Assignment Agreement.

Financing activities

During the years ended December 31, 2020, 2019 and for the period from inception on March 23, 2018 to December 31, 2018, cash provided by financing activities was $260,000, $nil and $1,200, respectively. The increase during the year is attributed to a related party promissory note and proceeds from shares issued (or to be issued) in private placements. The Company raised $1,200 from private placement during the period from inception on March 23, 2018 to December 31, 2018

Summary of Quarterly Results

	Three Months Ended December 31, 2020	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020
Total assets	$ 261,200	$ 1,200	$ 1,200	$ 1,200
Working capital	239,827	1,200	1,200	1,200
Loss for the period	(76,373)	(75,000)	(75,000)	(75,000)
Loss per share	(0.00)	(0.01)	(0.01)	(0.01)

	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019
Total assets	$ 1,200	$ 1,200	$ 1,200	$ 1,200
Working capital	1,200	1,200	1,200	1,200
Loss for the period	-	-	-	-
Loss per share	-	-	-	-

During the period from inception on March 23, 2018 to the fourth quarter of fiscal year 2019, the Company was inactive and did not incur expenses. Total assets during this period comprised of $1,200 cash raised from share issuances during 2018. During the year ended December 31, 2020, the Company saw an increase in operations and incurred consulting expenses evenly throughout the year . See also the discussion on results of operations above.

Liquidity and Capital Resources

The Company is in the acquisition and exploration stage and therefore has no regular cash flow. The financial statements for the years ended December 31, 2020, 2019 and the period from inception on March 23, 2018 to December 31, 2018 have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The working capital of the Company is as follows:

	As at December 31, 2020 $	As at December 31, 2019 $	As at December 31, 2018 $
Cash	166,200	1,200	1,200
Prepaid	95,000	-	-
Promissory note	(21,373)	-	-
	239,827	1,200	1,200

The continuing operations of the Company are dependent upon its ability to obtain support from its creditors, to raise adequate financing and to commence profitable operations in the future. Management intends to finance operating costs and fund its exploration activities over the next twelve months with a private placement of common shares and/or loans from directors and companies controlled by directors.

To date, the Company has not earned significant revenues and is considered to be in the exploration stage. As at December 31, 2020, the Company had working capital of $239,827 comprised mainly of cash on hand of $166,200, compared to working capital of $1,200 comprised of cash on hand of $1,200 at December 31, 2019 and 2018.

Risk, Uncertainties and Outlook

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Other risks facing the Company include the COVID-19 global pandemic and the risk of other similar outbreaks and pandemics, competition for mineral properties, environmental and insurance risks, fluctuations in metal prices, fluctuations in exchange rates, share price volatility, uncertainty of additional financing, risks associated with claims from First Nations and other Aboriginal or community groups.

Contingencies

The Company has no contingencies as at the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-Balance Sheet arrangements as at the date of this MD&A.

Related Party Transactions

The officers and directors of the Company are as follows:

Robert Davies	CEO, President, Corporate Secretary
Mike Hudson	CFO and Director
Milos Masnikosa	Director
Paul Chung	Director
Jessica Patterson	Director

Included in promissory note at December 31, 2020 is $21,373 (2019 - $nil; 2018 - $nil) owing to a shareholder and consultant of the Company.

During the years ended December 31, 2020 and 2019, and for the period from inception on March 23, 2018 to December 31,2018, the Company entered into the following transactions and incurred payments to the officers and directors of the Company, which were in the normal course of operations.

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $	For the period from inception on March 23, 2018 to December 31, 2018 $
Consulting services	**300,000**	-	-

Proposed Transactions

There are no proposed transactions.

Critical accounting estimates

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets and the recoverability and measurement of deferred tax assets.

Changes in Accounting Policies including Initial Adoption

Accounting standards or 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.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, prepaid and promissory note. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments.

The Company's financial instruments are exposed to certain financial risks and the risk exposure is summarized as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's cash is held in trust by the Company's legal firm. As all of the Company's cash is held by the legal firm, management believes that there is minimal credit risk.

Financial Instruments and Other Instruments (Cont'd)

Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. The Company does not have transactions denominated in foreign currencies, therefore it is not exposed to currency risk. The Company's cash is held in Canadian dollars.

Interest rate risk

Interest rate risk is the risk related to the fair value or future cash payments of interest-bearing financial instruments due to variability of interest rates. The Company has cash balances and interest-bearing debt with fixed rates; therefore, management believes that the Company's exposure to interest rate risk is minimal.

Liquidity and funding risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions, both liquidity and funding risk have been assessed as high.

Management of industry risk

The Company is engaged primarily in mineral property exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

Other Requirements

Outstanding Share Data

As at May 21, 2020, the Company has:

a) 53,336,840 common shares outstanding;
b) Nil stock options outstanding; and
c) Nil share purchase warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.SEDAR.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Forward-Looking Statements

This MD&A contains certain forward-looking statements relating, but not limited to, the Company's operations, anticipated financial performance, business prospects and strategies. Forward-looking information typically contains statements with words such as "may", "will", "should", "expects", "projects", "plans", "anticipates" or similar expressions suggesting future outcomes.

The Company does not have a history of earnings. These statements represent management's expectations or beliefs concerning, among other things, future performance and financial results and various components thereof. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking assumptions will not be achieved by the Corporation. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to: changes in business strategies; general economic and business conditions; the effects of competition; changes in laws and regulations, including environmental and regulatory laws; and various events that could disrupt operations. Actual performance and financial results in future periods may differ materially from any projections of future performance or results expressed or implied by forward-looking statements.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information, future events or otherwise, or the foregoing list of factors affecting such information.

CERTIFICATE OF THE COMPANY

February 7, 2022

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

"Dixon Lawson"	*"Michael Hudson"*
Dixon Lawson, Chief Executive Officer	Michael Hudson, Chief Financial Officer

On behalf of the Board of Directors

"Milos Masnikosa"	*"Jessica Patterson"*
Milos Masnikosa, Director	Jessica Patterson, Director
"Paul Chung"	*"Robert Davies"*
Paul Chung, Director	Robert Davies, Director

CERTIFICATE OF THE PROMOTER

February 7, 2022

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

"Dixon Lawson"
Dixon Lawson, Chief Executive Officer