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.

PROSPECTUS

Non-Offering Prospectus *June 15, 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**"). 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.

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

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 pandemic;

• 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.

For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Company from liability for any misrepresentation contained in this Prospectus under applicable Canadian Securities laws.

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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.

For additional information see "The Up Town Gold Property".

There was no exploration and evaluation work performed on the Up Town Gold Property during the period from January 1, 2019 to November 17, 2020. The Company performed exploration work during the period from November 18, 2020 to December 31, 2020, which was contracted by the Company to Aurora Geosciences Inc. All the relevant expenditures between November 18, 2020 and December 31, 2020 amounted to $81,498 and are expensed as period costs within the Company's Audited Annual Financial Statements for the year ended December 31, 2020. Further exploration expenditures incurred by the Company between January 1, 2021 and September 30, 2021 amounted to $133,291 are also expressed as period costs within the Company's Audited Annual Financial Statements for the year ended December 31, 2021. To date, the Company has incurred $598,640 in exploration expenditures.

To date, the Company has not identified any future acquisition, exploration or development targets apart from the Up Town Gold Property.

The Company does not currently have ownership interest in the Up Town Gold Property. The Issuer is an option holder. The transfer of ownership takes place once all conditions of the Assignment Agreement are completed.

The current directors of the Company are: Paul Chung; Jessica Patterson; Milos Masnikosa and Robert Davies. The Chief Executive Officer of the Company is Dixon Lawson and the Chief Financial Officer is Michael Hudson.

For additional information see "Directors and Officers".

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 April 21, 2022. The Technical Report recommended that the Company conduct a phased approach consisting of targeted Induced Polarization geophysics, specifically at the Fox South Zone, and diamond drilling. The exploration budget recommended for phase 1 is $100,000.

See "Description and General Development of the Business".

Use of Available Funds

As of May 31, 2022, the Company has aggregate available funds of $373,927 The Company intends to use the available funds as follows over the next 12 months:

Principal Purpose	Available Funds
Exploration Expenditures (1)	$200,000
Prospectus and exchange Listing Costs (2)	$33,831
Estimated general and administrative expenses for 12 months (3)	$111,000
Unallocated working capital (4)(5)	$29,096
TOTAL:	**$**373,927

(1) The Property expenses due or expected to be paid in the next 12 months include a) completion of phase 1 of the exploration as defined in the Technical Report; and, b) the legal survey of mineral claims to mining lease of mineral claims K15961, K15964, K15965, K15966.
(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 $29,096 of unallocated working capital will be put has not yet been determined by the Company. 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.
(5) The unallocated funds will be placed in a trust or escrow account, invested or added to the working capital of the Company. The unallocated funds will be held in the trust account of company counsel pursuant to the requirements of item 6.9(2) of Form 41-101F1.

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's cash and cash equivalents as of May 31, 2022, is $373,927, net working capital balance as of May 31, 2022, is $385,565 and the Company's 3-month cash burn rate for period ended May 31, 2022, was $13,440. The Company has GST/HST return amounts of $36,521, accounts payable of $26,624, and a promissory note of $2,050 – all of which were considered when calculating the Company's working capital.

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 financial statements for the years ended December 31, 2021 and 2020 which are included in this prospectus.

	Year Ended December 31, 2021	Year Ended December 31, 2020
Mineral properties	$ 853,851	$-
Total assets	$ 1,302,437	$216,200
Total revenues	$-	$-
Long-term debt	$-	$-
Property investigation fee	$ 133,291(1)	$81,498
General and administrative expenses	$ 382,458(2)	$300,000
Net loss	$ (516,426)	$(382,871)
Basic and diluted loss per share	$(0.01)(3)	$(0.03)

(1) The $133,291 of property investigation fees are included on the line item "exploration expenditures" in the statements of loss and comprehensive loss in the Annual Audited Financial Statements.
(2) The $525,004 of general and administrative expenses is recorded as follows:
- $159,947 as Consulting Expenses in the Annual Audited Financial Statements.
- $86,903 share based compensation has been reclassified to reflect the fair value of the performance warrants reserve to share capital. See note 6 of December 31, 2022 Annual Audited Financial Statements.
- $75,074 as Professional Fees, $27,240 as Filing Expenses, $30,152 as Investor Communications Expenses, Interest expense of $677 and $3,142 as Office Fees recorded in the Interim Financial Statements.

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

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 operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts. All long-term assets of the Company are located in Canada. The Company 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, 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.

There was no exploration and evaluation work performed on the Up Town Gold Property during the period from January 1, 2019 to November 17, 2020. Also, the work performed during the period from November 18, 2020 to December 31, 2020 was contracted by the Company to Aurora Geosciences Inc. and all the relevant expenditures (i.e., $81,498) have been reflected within the Issuer's Audited Annual Financial Statements as period costs for the year ended December 31, 2020.

To date, the Company has not identified any future acquisition, exploration or development targets apart from the Up Town Gold Property.

The Company does not currently have ownership interest in the Up Town Gold Property. The Issuer is an option holder. The transfer of ownership takes place once all conditions of the Assignment Agreement are completed.

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 15,090,500 Common Shares at a price of $0.02 per Common Share for gross proceeds of $301,810.

On February 25, 2021, the Company issued 246,340 Common Shares to a consultant and recorded $4,927 for services rendered.

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 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 accounts payable and accrued liabilities of $93,000.

On July 22, 2021, the Company issued 2,250,000 Common Shares upon the exercise of 2,250,000 Performance Warrants 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, the Company issued 323,500 Common Shares upon the conversion of 323,500 Special Warrants.

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 the Company is required to:

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

(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 (issued);

(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, 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;

(1) $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:

(1) $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 December 31, 2021, SRR was paid the remaining $45,000.

On January 11, 2022, 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 April 21, 2022. The Technical Report recommended that the Company conduct a program consisting of lease surveying and diamond drilling. The exploration budget recommended for phase 1 is $100,000.

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 $1,340,769 through the sale of 51,180,000 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 the phase I recommended work program as outlined in the Technical Report. The Company also intends on completing 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 which will assist in guiding the way ahead for detailed drill plans anticipated to take place prior to June 2023 in accordance with the 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.

Social or Environmental Policies

The Company is committed to conducting its operations in accordance with sound social and environmental practices. The Company has adopted environmental and social responsibility policies.

Environmental management is and will remain a corporate priority. Specifically, the Company will seek to design and operate facilities and use resources efficiently and to ensure compliance with sustainable development, all to minimize environmental risks. On working sites, the Company will maintain emergency preparedness plans to ensure protection of the environment, workers and the public. The Company will work with suppliers and contractors to comply with environmental requirements and work cooperatively to identify opportunities to improve environmental quality and performance. The Company is prepared to openly discuss environmental issues with employees and the public, and to be responsive to concerns and that all employees are fully instructed and are able to and empowered to fulfill their environmental responsibilities. The Company commits to continual improvement through regular reviews of its environmental performance.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

The success of the Company and its objective to sustainable exploration and development will require building and maintaining trust and two-way positive relationships with all of our stakeholders: our employees, local residents and their communities, and our shareholders. We believe that these relationships are dependent upon regular communication and by working cooperatively to understand respective interests and concerns as it pertains to mineral resource exploration and development. Social responsibility will be integrated into all of our plans and activities.

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 April 21, 2022. The Technical Report recommended that the Company conduct a phased approach consisting of targeted Induced Polarization geophysics, specifically at the Fox South Zone, and diamond drilling. The exploration budget recommended for phase I (Induced Polarization) is $100,000.

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.

The Company contracted Sub-Arctic Geomatics of Yellowknife to complete a legal survey of mineral claims K15962, and K15963. The survey was completed in August of 2021 and submitted to the Mining Recorder's Office (the "**MRO**") on September 9, 2021. At the time of report preparation, the lease application for the two claims is in the process of approval at the MRO. The anniversary dates in Table 1 above, may not be updated until the application is approved.

At the time of the preparation of the Technical Report, the Company is in the process of surveying claims K15961, K15964, K15965, K15966 to lease. This process will be completed by December 15, 2022. The anniversary dates for these claims as listed in Table 1 will be updated after the lease survey has been approved.

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 $81,498.

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 5 and October 31, 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.

Gold mineralization was intersected in all drill holes, and analytical results from 2021 drill samples compare well with historic gold grades. Mineralization is most consistent at the Fox South zone where four completed holes returned the highest and most comparable sample results of any zone. Analysis by fire assay for all 240 samples collected show a range of values from less than detectable (<0.01 ppm) to a maximum of 8.38 ppm (hole UTG-21-003, sample Y032293), with an average sample grade of 0.35 ppm.

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). Mineralization is most consistent at the Fox South zone where four completed holes returned the highest and most comparable sample results of any zone. The two significant samples were collected from holes UTG-21-002 (7.09 ppm Au over 0.76 m) and UTG-21-003 (8.38 ppm Au over 0.44 m).

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.

Mineralization is less consistent at the No. 1 Zone where six completed holes returned sample grades of less than detectable, all the way up to 4.78 ppm Au over 0.59 m (hole UTG-21-007). The next highest sample grade was significantly lower at 0.85 ppm Au over 1.13 m (hole UTG-21-010) and shows well the variability of mineralization with this zone.

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.

Three holes completed from the same setup returned sample grades of less than detectable up to 0.84 ppm Au over 1 m (hole UTG-21-011).

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.

Drill core samples collected in 2021 reported somewhat lower grades with the highest result being 0.12 ppm Au over 0.68 m (hole UTG-21-014), which is perhaps not surprising given the variability in assay results observed in other zones.

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.

Drill core samples collected in 2021 reported lower grades than previous trench grab samples with the highest result being 0.19 ppm Au over 0.74 m (hole UTG-21-016). These results further highlight the variability in mineralization observed in other areas.

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. Drill core samples collected in 2021 reported lower grades than previous samples with the best result being 0.62 ppm Au over 0.83 m in hole UTG-21-019.

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	Blank s	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.

Core cutting and sampling

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
2021 LiDAR Survey (inclusive)	$25,813
2021 Legal Lease Survey (inclusive)	$76,673
2021 Diamond Drill Program (inclusive)	$418,537
TOTAL Exploration Expenditures	$598,640

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. Future exploration should focus on these areas.

Several mineral showings have been identified at the Property, a number of which were drilled during the 2021 drill campaign. A series of sulphide-rich shear zones were drilled and sampled for analysis. Assays are pending at the time of the drafting of the Technical Report; however, elevated sulphides content noted during logging suggests that an IP survey would be a favourable tool to define new drill targets in the area, specifically at the Fox South zone. The IP survey grid should be located south of the 2021 drilling to prioritize drill targets to the south of the 2021 drill collars. Other IP targets include the No. 22 Vein and north of the J7 Zone.

A phased approach consisting of targeted Induced Polarization geophysics ("Phase 1") and diamond drilling ("Phase 2") is recommended. A budget of CDN$100,000 is recommended to conduct the first phase of exploration at the Up Town Gold property. If results of this initial work are positive, a second phase of diamond drilling with an estimated cost of approximately CDN$650,000 for 1,500 m of drilling may be warranted. Timing for this work is currently not set and, among other things, will depend on availability of personnel, resources, and land access.

Recommended Phases and Estimated Budget

Exploration Phase	Estimated Budget CDN
Phase I: Induced Polarization Survey (Fox South Zone)	$100,000
Phase II: Diamond Drilling (est. 1,500 m inclusive)	$650,000
Total Estimated Budget	$750,000

USE OF AVAILABLE FUNDS

As of May 31, 2022, the Company has aggregate available funds of $**373,927** The Company intends to use the available funds as follows over the next 12 months:

Principal Purpose	Available Funds
Exploration Expenditures (1)	$200,000
Prospectus and exchange Listing Costs (2)	$33,831
Estimated general and administrative expenses for 12 months (3)	$ 111,000
Unallocated working capital (4)(5)	$ 29,096
TOTAL:	**$ 373,927**

(1) The Property expenses due or expected to be paid in the next 12 months include a) completion of phase 1 of the exploration as defined in the Technical Report; and, b) the legal survey of mineral claims to mining lease of mineral claims K15961, K15964, K15965, and K15966.
(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 $29,096 of unallocated working capital will be put has not yet been determined by the Company. 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.
(5) The unallocated funds will be placed in a trust or escrow account, invested or added to the working capital of the Company. The unallocated funds will be held in the trust account of company counsel pursuant to the requirements of item 6.9(2) of Form 41-101F1.

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's cash and cash equivalents as of May 31, 2022, is $373,927, net working capital balance as of May 31, 2022, is $385,565 and the Company's 3-month cash burn rate for period ended May 31, 2022, was $13,440. The Company has GST/HST return amounts of $36,521, accounts payable of $26,624, and a promissory note of $2,050 – all of which were considered when calculating the Company's working capital.

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 1 of the exploration program recommended under the Technical Report and to complete the legal survey of mineral claims K15961, K15964, K15965, and K15966.

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.

BUSINESS OBJECTIVES AND MILESTONES

The Company expects to accomplish the following business objectives and milestones over the ensuing 12-month period:

Item	Start Date	End Date	Expenditures to Date	Expected Cost ($)
The Company expects to complete phase 1 as recommended in the Technical Report. The phase 1 work is to conduct a program consisting of Induced Polarization geophysics, specifically at the Fox South Zone.	Anticipated start date July 1, 2022	Anticipated end date October 1, 2022	Nil	100,000
The Company expects to complete a legal survey of mineral claims K15961, K15964, K15965, and K15966. This work is required in order to keep the claims in good	August 01, 2021 (currently ongoing)	Anticipated end date November 31, 2022	$15,000	100,000

standing. To date, all claims are in good standing.				
Total:				**200,000**

SELECTED FINANCIAL INFORMATION

Summary of Annual Financial Information

The following table sets forth summary financial information for the Company for the period from January 1, 2021 to December, 31 2021. This information has been summarized from the Company's audited financial statements for the same period and the year-end financial statements for December 31, 2021 and 2020. 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.

	Year Ended December 31, 2021	Year Ended December 31, 2020
Mineral properties	$ 853,851	$-
Total assets	$ 1,302,437	$216,200
Total revenues	$-	$-
Long-term debt	$-	$-
Property investigation fee	$ 133,291[(1)]	$81,498
General and administrative expenses	$ 382,458[(2)]	$300,000
Net loss	$ (516,426)	$(382,871)
Basic and diluted loss per share	$(0.01)[(3)]	$(0.03)

(1) The $133,291 of property investigation fees are included on the line item "exploration expenditures" in the statements of loss and comprehensive loss in the Annual Audited Financial Statements.

(2) The $525,004 of general and administrative expenses is recorded as follows:

- $159,947 as Consulting Expenses in the Annual Audited Financial Statements.
- $86,903 share based compensation has been reclassified to reflect the fair value of the performance warrants reserve to share capital. See note 6 of December 31, 2022 Annual Audited Financial Statements.
- $75,074 as Professional Fees, $27,240 as Filing Expenses, $30,152 as Investor Communications Expenses, Interest expense of $677 and $3,142 as Office Fees recorded in the Interim Financial 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 December 31, 2021	Outstanding as at the date of this prospectus
Common shares	70,356,340	70,356,340
Special Warrants	Nil	Nil
Performance Warrants	Nil	Nil
Share capital	$2,125,599	$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

Allotment Date	Price per Security	Type of Security	No. of Securities	Reason for Issuance
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	15,090,500	Private Placement
February 25,2021	$0.02	Common Shares	246,340	Debt Settlement
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
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.

Escrowed Securities Table

The following table sets forth details of the Escrowed Securities that are subject to the Escrow Agreement. The numbers and percentages set out in the table below are current as of the date of this Prospectus.

Name of security holder	Class of security	Number of securities subject to escrow	Percentage of class [(1)]
Dixon Lawson	Common Shares	1,000,000	1.42%
Michael Hudson	Common Shares	300,000	0.43%
Jessica Patterson	Common Shares	300,000	0.43%
Paul Chung	Common Shares	300,000	0.43%
Milos Masnikossa	Common Shares	300,000	0.43%
Robert Davies	Common Shares	300,000	0.43%
Total		**2,500,000**	**3.55%**

(1) Percentage is based on 70,356,340 issued and outstanding Common Shares as of the date of this Prospectus.

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 [(4)] 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 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 earned his diploma in Business Administration (Finance) from Ryerson Polytechnical Institute in 1969 and achieved his Chartered Professional Accountant designation in 1973.

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. Mr. Lawson earned his diploma in applied military science from Cranfield University in the United Kingdom in 1991. He went on to ear his Master's degree in project management from Universite du Quebec in 2003.

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 ("**Geoglobal CTOs**"). Each of the Geoglobal CTOs (revoked and active) were issued as a result of late filings of financial statements. All of the Geoglobal CTOs issued and revoked within the last 10 years were for a period of less than 30 days. There are Geoglobal 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.

While Paul Chung was a director of Oriental Non-Ferrous Resource Development Inc. ("**ONF**"), ONF was subject to a cease trade order ("**ONF CTO**"). The ONF CTO was issued as a result of late filings of financial statements. The ONF CTO was issued on September 5, 2019 by the British Columbia Securities Commission (the Principal Regulator). Mr. Chung was a director of ONF at that time, resigning in April of 2020. ONF delisted at the market close on May 11. 2020.

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 and Michael Hudson are the Promoters of the Company. Mr. Lawson owns 1,000,000 Common Shares of the Company (1.42% of the total number of Common Shares issued and outstanding), Nil stock options and Nil Warrants of the Company. Mr. Hudson owns 300,000 Common Shares of the Company (0.43% of the total number of Common Shares issued and outstanding), Nil stock options and Nil Warrants of the Company.

Mr. Lawson is the current CEO of the Company and is the individual who plays a major role in directing the business of the Company.

Mr. Hudson is the current CFO of the Company and became a director of the Company in 2018. Mr. Hudson took initiative in organizing the Company when the Company was initially formed.

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 December 31, 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	$1,500	Nil	Nil	Nil	Nil	Nil	Nil	$1,500

Financial Officer								
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 December 31, 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 December 31, 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 December 31, 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 December 31, 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 December 31, 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 Jessica Patterson, Paul Chung, and Milos Masnikosa, all of whom are "financially literate" and all of whom are "independent", as those terms are defined in NI 52-110. Milos Masnikosa is the chair of the Audit Committee. 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:

Jessica Patterson	Jessica Patterson has over 10 years' experience within the mining/mineral processing industries focusing on quantitative analysis.
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:

General

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.

<u>Authority</u>

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 $18,850 for the audit of the period ended December 31, 2021 and $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.

Insider Trading Policy

The Company has adopted an insider trading policy to set forth basic guidelines for trading in the Company's securities and to preserve its confidential information so as to avoid any situation that might have the potential to damage the Company's reputation or which could constitute a violation of federal or provincial securities law by the Company, its officers, directors, or employees.

Under this policy, "insiders" (i.e., officers, members of the board and other individuals having access to material non-public information) are prohibited from trading in Common Shares and other securities (on the basis of such material non-public information until after the information has been disclosed to the public. All matters regarding the "materiality" or "non-public" nature of any information shall be determined by the Chief Executive Officer, chairman or legal counsel of the Company.

The obligation not to trade on inside information applies not only to the Company and insiders, but also to persons who obtain such information from insiders and use it to their advantage. Thus, liability may be imposed upon the Company, its insiders and also outsiders who are the source of leaks of material information not yet disclosed to the public and the leaks coincide with purchases or sales of the Company's securities (i) by such insiders or outsiders, (ii) by the Company itself, or (iii) by "tippees" (including relatives, friends, investment analysts, etc.).

Material non-public information shall not be disseminated to any person outside the Company and must be distributed within the Company only on a strict "need to know" basis. Violation of any of the securities laws described in this policy may result in the institution of a prosecution or an enforcement proceeding against the individual and the Company, or both.

In order to provide a degree of certainty as to when insider trading is permissible with respect to the timing of quarterly and annual releases of financial information, the Company has established recurring "quiet periods" relative to such releases. Directors, all officers and employees with access to financial results, are not permitted to buy or sell Company stock during the periods commencing on the first day of each fiscal quarter and ending at the close of business on the second working day after quarterly or annual earnings are released to the public. Trading in Company stock at other times may be permissible, but all transactions in Company stock by directors, officers and other identified employees must be approved in advance by the chairman and must be reported to the legal counsel after consummating the transaction.

The Company may impose additional quiet periods during which trading will not be allowed when there are developments which give rise to the need for public disclosure. Affected stockholders will be advised by memorandum from the Chief Executive Officer when these additional quiet periods are in effect. All directors and officers and other specifically identified employees of the Company must (i) clear through the Chief Executive Officer each and every proposed transaction in Company stock before consummating the transaction and (ii) promptly report to the legal counsel the consummation of any transactions, whenever consummated.

The insider trading policy also outlines the Company's reporting obligations for changes in Common Shares owned by insiders.

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 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 entered into on December 4, 2020. See "General Development of the Business".
2. The Amending Agreement of the Assignment and Assumption Agreement entered into on March 18, 2022. See "General Development of the Business".
3. Second Amending Agreement of the Assignment and Assumption Agreement entered into on January 11, 2022. See "General Development of the Business".
4. The Escrow Agreement entered into on September 22, 2021. See "Escrowed Securities".
5. Registrar and Transfer Agency Agreement entered into on February 19, 2021. See "Auditors, Transfer Agent and Registrar".

Copies of the above material contracts have been posted on the Company's SEDAR page at www.sedar.com and are 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 Chartered Professional Accountants of British Columbia, 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.

REGULATORY RELIEF

The Company has applied for exemptive relief from the requirements contained in subsection 2.3(1.1) of National Instrument 41-101 which prohibits an issuer from filing a final prospectus more than 90 days after the date of the receipt for the preliminary prospectus that relates to the final prospectus. The exemption requested will be evidenced by the issuance of a receipt for this Prospectus, as contemplated under section 19.3 of National Instrument 41-101. In the course of seeking exemptive relief, the Company has agreed to file the Prospectus no later than August 7th, 2022.

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 Ontario and 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

The following financial statements and management's discussions and analysis of the Company are included herein

Schedule A	Audited Financial Statements for the Years Ended December 31, 2021, 2020 and 2019
Schedule B	Unaudited Financial Statements for the Three Months Ended March 31, 2022 and 2021
Schedule C	Management's Discussion and Analysis for the Years Ended December 31, 2021, 2020 and 2019
Schedule D	Management's Discussion and Analysis for Three Months Ended March 31, 2022 and 2021
Schedule E	Audited Financial Statement of Rover Metals Corp for Years Ended December 31, 2021 and 2020

SCHEDULE "A"
AUDITED FINANCIAL STATEMENTS OF THE COMPANY
For the years ended December 31, 2021, 2020 and 2019

(See attached)

ARCTIC FOX MINERALS CORP.

(formerly Melius Capital Corp.)

Financial Statements

For the years ended December 31, 2021, 2020 and 2019

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Arctic Fox Minerals Corp. (formerly, Melius Capital Corp.):

Opinion

We have audited the financial statements of Arctic Fox Minerals Corp. (formerly, Melius Capital Corp.) (the "Company"), which comprise the statements of financial position as at December 31, 2021, 2020 and 2019, and the statements of loss and comprehensive loss, statements of changes in shareholders' equity and statements of cash flows for the years then ended, 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, 2021, 2020 and 2019, and its financial performance and its cash flows for the years then ended 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.

Emphasis of Matter – Restated Comparative Information

We draw attention to Note 12 to the financial statements, which explains that certain comparative information presented for the year ended December 31, 2020 has been restated. Our opinion is not modified in respect of this matter.

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 audits 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 audits 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Graeme L. Cocke.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
June 15, 2022

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

	Note	As at December 31, 2021 $	As at December 31, 2020 (Restated – Note 12) $	As at December 31, 2019 $
ASSETS				
Current assets				
Cash		**359,983**	166,200	1,200
Taxes recoverable		**34,699**	-	-
Prepaid expenses	3,4,10	**53,904**	50,000	-
Total current assets		**448,586**	216,200	1,200
Exploration and evaluation assets	3	**853,851**	-	-
TOTAL ASSETS		**1,302,437**	216,200	1,200
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	7	**74,085**	36,498	-
Promissory note	5	**2,050**	21,373	-
TOTAL LIABILITIES		**76,135**	57,871	-
SHAREHOLDERS' EQUITY				
Share capital	6	**2,125,599**	521,200	1,200
Share subscriptions	6	**-**	20,000	-
Deficit		**(899,297)**	(382,871)	-
TOTAL SHAREHOLDERS' EQUITY		**1,226,302**	158,329	1,200
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**1,302,437**	216,200	1,200

Nature and continuance of operations (Note 1)
Commitments (Note 3, 10)
Subsequent events (Note 13)

Approved on behalf of the Board of Directors on June 15, 2022:

"Milos Masnikosa" — Director

"Paul Chung" — Director

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

		For years ended		
	Note	**December 31, 2021 $**	December 31, 2020 (Restated – Note 12) **$**	December 31, 2019 $
Expenses				
Interest expense		**677**	1,373	-
Consulting services	6,7	**159,947**	300,000	-
Exploration expenditures	3	**133,291**	81,498	-
Filing fees		**27,240**	-	-
Investor communications		**30,152**	-	-
Professional fees		**75,074**	-	-
Office		**3,142**	-	-
Share-based compensation	6	**86,903**	-	-
Net loss and comprehensive loss for the year		**(516,426)**	(382,871)	-
Loss and comprehensive loss per share – basic and diluted		**(0.01)**	(0.03)	(0.00)
Weighted average number of common shares outstanding		**59,357,419**	14,204,110	12,000,000

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

ARCTIC FOX MINERALS CORP. (FORMERLY MELIUS CAPITAL CORP.)
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, 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	6	-	-	-	20,000	-	20,000
Loss and comprehensive loss for the year		-	-	-	-	(382,871)	(382,871)
Balance at December 31, 2020 (Restated – Note 12)		**38,000,000**	**521,200**	**-**	**20,000**	**(382,871)**	**158,329**
Shares issued for consulting services	6	246,340	4,927	-	-	-	4,927
Shares issued for cash	6	21,981,500	990,910	-	(20,000)	-	970,910
Shares issued for Up Town acquisition	3,6	3,000,000	300,000	-	-	-	300,000
Shares issued to settle accounts payable	6	930,000	93,000	-	-	-	93,000
Shares issued upon the exercise of warrants	6	6,198,500	215,562	(98,062)	-	-	117,500
Share-based compensation	6	-	-	86,903	-	-	86,903
Special warrants	6	-	-	12,350	-	-	12,350
Compensation special warrants	6	-	-	20,000	-	-	20,000
Special warrant issuance costs	6	-	-	(21,191)	-	-	(21,191)
Loss and comprehensive loss for the year		-	-	-	-	(516,426)	(516,426)
Balance at December 31, 2021		**70,356,340**	**2,125,599**	**-**	**-**	**(899,297)**	**1,226,302**

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

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

		For the year ended	
	December 31, 2021 $	December 31, 2020 (Restated – Note 12) $	December 31, 2019 $
Operating activities			
Net loss for the year	**(516,426)**	(382,871)	-
Items not affecting cash:			
Shares issued for consulting services	**4,927**	300,000	-
Share-based compensation	**86,903**	-	-
Accrued interest	**677**	1,373	-
Changes in non-cash working capital item:			
Taxes recoverable	**(34,699)**	-	-
Prepaid expenses	**(53,904)**	(50,000)	-
Accounts payable and accrued liabilities	**130,587**	36,498	-
Net cash used in operating activities	**(381,935)**	(95,000)	-
Investing activities			
Investment in exploration and evaluation assets	**(503,851)**	-	-
Net cash used in investing activities	**(503,851)**	-	-
Financing activities			
Proceeds from promissory note	**(20,000)**	20,000	-
Proceeds from share subscriptions	-	20,000	-
Proceeds from issuance of shares upon exercise of warrants	**117,500**	-	-
Proceeds from issuance of Special Warrants, net of issuance costs	**11,159**	-	-
Proceeds from issuance of common shares	**970,910**	220,000	-
Net cash provided by financing activities	**1,079,569**	260,000	-
Change in cash	**193,783**	165,000	-
Cash, beginning of year	**166,200**	1,200	1,200
Cash, end of year	**359,983**	166,200	1,200

Supplemental cash flow information:			
Income taxes paid	-	-	-
Interest paid	-	-	-
Non-Cash Investing and Financing Activities:			
Common stock issued to settle accounts payable	93,000	-	-
Shares issued for exploration and evaluation assets	300,000	-	-
Special warrant issuance costs	20,000	-	-

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

1. Nature and continuance of operations

Arctic Fox Minerals Corp. (formerly Melius Capital Corp.) ("Arctic" or the "Company") was 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 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 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, 2021, the Company is in the process of completing share issuances to finance operations. 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 private placement(s) 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 (or put back), in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the longer the pandemic continues we anticipate this might increase the difficulty in capital raising, which may negatively impact the Company's business and financial condition.

These events and conditions give rise to a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These 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. Statement of compliance and significant accounting policies

These financial statements were authorized for issue on June 15, 2022 by the Board of 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").

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

Basis of presentation

These financial statements are based on historical cost, 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.

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, but are not limited to, the following:

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

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 determination of the classification of financial assets and financial liabilities; and
- judgment is required in assessing whether certain factors would be considered an indicator of impairment for exploration and evaluation assets. The Company considers both internal and external information to determine whether there is an indicator of impairment present and accordingly, whether impairment testing is required.

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, which is also the Company's presentation currency. 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.

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

Exploration and evaluation expenditures

Acquisition costs incurred prior to an acquisition are capitalized as prepaid deposits, until said acquisition is completed. Exploration 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.

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 income (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.

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

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.

Measurement

<u>Financial assets and liabilities at amortized cost</u>

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 method. The effective interest rate is the rate that discounts estimated future cash flows over the expected life of the financial instrument, or where appropriate, a shorter period.

<u>Financial assets and liabilities at FVTPL</u>

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.

<u>Financial assets at FVTOCI</u>

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.

<u>Equity instruments designated as FVTOCI.</u>

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.

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

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 profit or 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.

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 profit or 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 of disposal, 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.

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 (continued)

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 exploration and evaluation 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.

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

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 other than the following:

IAS 16 was amended by the IASB in May 2020. The amendment prohibits a company from deducting from the cost of the property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. The IAS 16 amendments are effective for annual periods beginning on or after January 1, 2022, with earlier application permitted.

Subsequent to December 31, 2021, the Company assessed the amendments to IAS 16 and determined that the adoption of the amendments is unlikely to have an impact on the Company's consolidated financial statements on or after January 1, 2022, should there be items produced from pre-production stage properties.

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 Company does not currently have ownership interest in the Up Town Gold Property. The Company is an option holder. The transfer of ownership will take place once all conditions of the Assignment Agreement are completed.

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)

3. Up Town Mineral Property Assets (continued)

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

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 Company, 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 as of August 13, 2021 (paid).

   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 a fair value of $300,000 to the Assignor, to satisfy the terms of the assignment agreement. As at December 31, 2021, the Company paid $50,000 to the Assignor and $120,000 to SRR.

On January 11, 2022, the Parties agreed to amend the Assignment Agreement whereby the Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

Summary of exploration and evaluation assets for the years ended December 31, 2021, 2020 and 2019:

	$
Carrying value as of December 31, 2020, 2019 and 2018	**-**
Acquisition costs	**470,000**
Geological/Geophysical	**256,028**
Field work and supplies	**30,313**
Property taxes and licenses	**97,510**
Carrying value as of December 31, 2021	**853,851**

(EXPRESSED IN CANADIAN DOLLARS)

4. Prepaid expenses

	As at December 31, 2021 $	As at December 31, 2020 (Restated – Note 12) $	As at December 31, 2019
Up Town Mineral Property Deposit (Note 3)	**-**	50,000	-
Exploration expenditures	**48,961**	-	-
General & administrative	**4,943**	-	-
Total	**53,904**	50,000	-

5. Promissory note

	As at December 31, 2021 $	As at December 31, 2020 $	As at December 31, 2019 $
Balance, beginning of year	**21,373**	-	-
Issuance	**-**	20,000	-
Interest	**677**	1,373	-
Repayment	**(20,000)**	-	-
Balance, end of year	**2,050**	21,373	-

During the year ended December 31, 2021, the Company repaid a promissory note with a former related party (the “Promissory Note”). The Promissory Note bore interest at 5% per month compounded monthly and was due on demand. The principal amount of the Promissory Note of $20,000 has been repaid. As at December 31, 2021, $2,050 (December 31, 2020 - $1,373, December 31, 2019 - $nil) in accrued interest owing remains outstanding.

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.

a. Issued share capital

As at December 31, 2021, the Company had 70,356,340 (2020 – 38,000,000; 2019 – 12,000,000) shares outstanding.

During the year ended December 31, 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 common shares to a consultant and recorded $4,927 for services rendered.

6. Share capital (continued)

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 (Note 3).

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 with a fair value of $0.10 per share to settle $93,000 of accounts payable and accrued liabilities.

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 reserve 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 reserve to share capital.

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants. Upon exercise, the Company transferred $11,159 of warrant reserve to share capital

During the year ended December 31, 2020

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 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 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.

b. Warrants

On January 11, 2021, the Company issued 5,875,000 performance warrants at fair value of $86,903 (December 31, 2020 - $nil, December 31, 2019 - $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 reserve.

(EXPRESSED IN CANADIAN DOLLARS)

6. Share capital (continued)

During the year ended December 31, 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 reserve to share capital.

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 Special Warrant issuance costs of $1,191. The Company also recorded the fair value of the 200,000 Special Warrants issued as compensation of $20,000 as a warrant issuance cost within warrant reserves.

	As at December 31, 2021 $	As at December 31, 2020 $	As at December 31, 2019 $
Balance, beginning of year	**-**	-	-
Performance warrants issued	**5,875,000**	-	-
Special warrants issued	**323,500**	-	-
Exercised	**(6,198,500)**	-	-
Balance, end of year	**-**	-	-

c. Stock options

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.
- 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.

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.

As at December 31, 2021, 2020 and 2019, the Company had not issued any stock options.

(EXPRESSED IN CANADIAN DOLLARS)

7. Related party transactions (continued)

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, 2021 is $2,050 (December 31, 2020 - $21,373; December 31, 2019 - $Nil) owing to a shareholder and former director of the Company (Note 5).

At December 31, 2021, amounts owing to the President and CEO of the Company of $4,725 (December 31, 2020 - $Nil; December 31, 2019 - $Nil) were included in accounts payable and accrued liabilities.

During the years ended December 31, 2021, 2020 and 2019, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
	$	$	$
Consulting services	**45,020**	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, taxes recoverable, accounts payable and accrued liabilities, and promissory note. The carrying values of taxes recoverable, accounts payable and accrued liabilities, 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.

The following is an analysis of the Company's financial assets measured at fair value as at December 31, 2021, 2020 and 2019:

	As at December 31, 2021		
	Level 1	**Level 2**	**Level 3**
Cash	$ 359,983	$ -	$ -

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

8. Financial instrument fair value and risk factors (continued)

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

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 taxes recoverable. Cash totaled $359,983 and taxes recoverable totaled $39,386 as at December 31, 2021. 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.

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 December 31, 2021, the Company had cash of $359,983 to cover current liabilities of $76,135.

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, which totaled $1,226,302 at December 31, 2021 (December 31, 2020 - $158,329; December 31, 2019 - $1,200).

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.

(EXPRESSED IN CANADIAN DOLLARS)

10. 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 required a total of $590,000 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 December 31, 2021, the Company had advanced $590,000 and $541,039 of costs have been incurred by the contractor. The remaining $48,961 is included in prepaid expenses.

On July 28, 2021, the Company entered into a consulting agreement, whereby the Company has committed to grant the consultant 200,000 stock options once the Company has been listed on the CSE.

11. 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, 2021 $	December 31, 2020 (Restated – Note 12) $	December 31, 2019 $
Net loss for the period	(516,426)	(382,871)	-
Statutory tax rate	27%	27%	27%
Expected income tax recovery	(139,435)	(103,375)	-
Non-deductible expenses	24,794	-	-
Change in unrecognized deferred tax assets	114,641	103,375	-
Income tax recovery	-	-	-

Deferred tax assets consist of non-capital loss carryforwards of $592,678 (2020 - $301,373; 2019 - $Nil) which will expire in the commencing in 2040, and exploration expenses of $214,789 (2020 - $81,498; 2019 - $Nil) which do not expire.

12. Restatement

The Company has noted the following error in relation to its financial statements for the year ended December 31, 2020. The error related to the correction of the amount of exploration services provided by the contractor (note 10). As of December 31, 2020, the Company had included in prepaid expenses $45,000 of exploration services provided prior to December 31, 2020, that should have been expensed. In addition, the Company had not accrued additional exploration services provided of $36,498. The Company has corrected this error by expensing the $81,498 of exploration services provided in 2020, relieving the prepaid expenses of $45,000 and accruing the additional $36,498 of services provided in accrued liabilities.

(EXPRESSED IN CANADIAN DOLLARS)

12. Restatement (continued)

The impact of this correction for the financial statement line items impacted is as follows (only line items impacted by the restatement are presented):

	As at December 31, 2020		
	As Previously Reported $	Adjustments $	As Restated $
ASSETS			
Current assets			
Prepaid	**95,000**	(45,000)	**50,000**
TOTAL ASSETS	**261,200**	(45,000)	**216,200**
LIABILITIES			
Current liabilities			
Accrued liabilities	**-**	36,498	**36,498**
TOTAL LIABILITIES	**21,373**	36,498	**57,871**
SHAREHOLDERS' EQUITY			
Deficit	**(301,373)**	(81,498)	**(382,871)**
TOTAL SHAREHOLDERS' EQUITY	**239,827**	(81,498)	**158,329**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**261,200**	(45,000)	**216,200**

	As at December 31, 2020		
	As Previously Reported $	Adjustments $	As Restated $
Expenses			
Exploration expenditures	**-**	81,498	**81,498**
Net loss and comprehensive loss for the year	**(301,373)**	(81,498)	**(382,871)**
Loss and comprehensive loss per share – basic and diluted	**(0.02)**	(0.01)	**(0.03)**

	As at December 31, 2020		
	As Previously Reported $	Adjustments $	As Restated $
Operating activities			
Net loss for the year	**(301,373)**	(81,498)	**(382,871)**
Changes in non-cash working capital item:			
Change in prepaid	**(95,000)**	45,000	**(50,000)**
Change in accrued liabilities	**-**	36,498	**36,498**
Net cash used in operating activities	**(95,000)**	**-**	**(95,000)**

13. Subsequent event

On January 11, 2022, the Parties agreed to amend the Assignment Agreement described in Note 3, whereby the Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

SCHEDULE "B"
CONSOLIDATED INTERIM FINANCIAL STATEMENTS OF THE COMPANY
For the three months ended March 31, 2022 and 2021

(See attached)

ARCTIC FOX MINERALS CORP.

Condensed Interim Financial Statements

For the three months ended March 31, 2022 and 2021

(Expressed in Canadian Dollars)

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

	Note	**As at March 31, 2022 $**	As at December 31, 2021 $
ASSETS			
Current assets			
Cash		**343,754**	359,983
Taxes recoverable		**36,521**	34,699
Prepaid expenses	4,10	**40,713**	53,904
Total current assets		**420,988**	448,586
Exploration and evaluation assets	3	**866,305**	853,851
TOTAL ASSETS		**1,287,293**	1,302,437
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	**78,040**	74,085
Promissory note	5	**2,050**	2,050
TOTAL LIABILITIES		**80,090**	76,135
SHAREHOLDERS' EQUITY			
Share capital	6	**2,125,599**	2,125,599
Deficit		**(918,396)**	(899,297)
TOTAL SHAREHOLDERS' EQUITY		**1,207,203**	1,226,302
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**1,287,293**	1,302,437

Nature and continuance of operations (Note 1)
Commitments (Note 3, 10)

Approved on behalf of the Board of Directors on June 15, 2022:

"Milos Masnikosa" — Director

"Paul Chung" — Director

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

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

		For three months ended	
	Note	**March 31, 2022 $**	March 31, 2021 $
Expenses			
Interest expense		**-**	677
Consulting services	6,7	**500**	4,927
Filing fees		**12,176**	-
Professional fees		**5,949**	6,000
Office		**474**	-
Share-based compensation	6	**-**	86,903
Net loss and comprehensive loss for the period		**(19,099)**	(98,507)
Loss and comprehensive loss per share – basic and diluted		**(0.00)**	(0.00)
Weighted average number of common shares outstanding		**70,356,340**	44,060,584

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

ARCTIC FOX MINERALS CORP.
CONDENSED INTERIM 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, 2020		38,000,000	521,200	-	20,000	(382,871)	158,329
Shares issued for cash	6	15,090,500	301,810	-	2,500	-	304,310
Shares issued for consulting services	6	246,340	4,927	-	-	-	4,927
Shares issued for Up Town acquisition	6	3,000,000	300,000	-	-	-	300,000
Share-based compensation		-	-	86,903	-	-	86,903
Loss and comprehensive loss for the period		-	-	-	-	(98,507)	(98,507)
Balance at March 31, 2021		**56,336,840**	**1,127,937**	**86,903**	**22,500**	**(481,378)**	**755,962**
Balance at December 31, 2021		70,356,340	2,125,599	-	-	(899,297)	1,226,302
Loss and comprehensive loss for the period		-	-	-	-	(19,099)	(19,099)
Balance at March 31, 2022		**70,356,340**	**2,125,599**	**-**	**-**	**(918,396)**	**1,207,203**

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

	For the three months ended March 31, 2022	For the three months ended March 31, 2021
	$	$
Operating activities		
Net loss for the year	**(19,099)**	(98,507)
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:		
Taxes recoverable	**(1,822)**	-
Prepaid expenses	**13,191**	(75,000)
Accounts payable and accrued liabilities	**3,955**	(30,497)
Net cash used in operating activities	**(3,775)**	(111,497)
Investing activities		
Investment in exploration and evaluation assets	**(12,454)**	-
Net cash used in investing activities	**(12,454)**	-
Financing activities		
Proceeds from promissory note	**-**	(20,000)
Proceeds from private placement	**-**	304,310
Net cash provided by financing activities	**-**	284,310
Change in cash	**(16,229)**	172,813
Cash, beginning of period	**359,983**	166,200
Cash, end of period	**343,754**	399,013

Supplemental cash flow information:

Non-Cash Investing and Financing Activities:		
Warrants issued for services	-	86,903

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") was 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 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 3. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at March 31, 2022, the Company is in the process of completing share issuances to finance operations. 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 private placement(s) 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 (or put back), in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the longer the pandemic continues we anticipate this might increase the difficulty in capital raising, which may negatively impact the Company's business and financial condition.

These events and conditions give rise to a material uncertainty which may cast 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. Statement of compliance and significant accounting policies

These condensed interim financial statements were authorized for issue on June 15, 2022 by the Board of Directors of the Company.

Statement of compliance with International Financial Reporting Standards

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 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.

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

Statement of compliance with International Financial Reporting Standards (continued)

These unaudited condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim financial statements be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2021.

Basis of presentation

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

Summary of significant accounting policies

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, 2021.

The preparation of the 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.

Recent Accounting Pronouncements

As at the date of authorization of these condensed interim financial statements, the IASB and the IFRS Interpretations Committee had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2023. Management has reviewed these upcoming accounting pronouncements and determined that they are not applicable or will not have a significant impact to the Company.

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 Company does not currently have ownership interest in the Up Town Gold Property. The Company is an option holder. The transfer of ownership will take place once all conditions of the Assignment Agreement are completed.

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").

3. Up Town Mineral Property Assets (continued)

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 (issued);

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).

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

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 Company, 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).

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 a fair value of $300,000 to the Assignor, to satisfy the terms of the assignment agreement. As at March 31, 2022, the Company paid $50,000 to the Assignor and $120,000 to SRR.

(EXPRESSED IN CANADIAN DOLLARS)

3. Up Town Mineral Property Assets (continued)

On January 11, 2022, the Parties agreed to amend the Assignment Agreement whereby the Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

Summary of exploration and evaluation assets for the period ended March 31, 2022 and December 31, 2021:

	$
Carrying value as of December 31, 2020	**-**
Acquisition costs	470,000
Geological/Geophysical	256,028
Field work and supplies	30,313
Property taxes and licenses	97,510
Carrying value as of December 31, 2021	**853,851**
Geological/Geophysical	12,454
Carrying value as of March 31, 2022	**866,305**

4. Prepaid expenses

	As at March 31, 2022 $	As at December 31, 2021 $
Exploration expenditures	**35,884**	48,961
General & administrative	**4,829**	4,943
Total	**40,713**	53,904

5. Promissory note

	As at March 31, 2022 $	As at December 31, 2021 $
Balance, beginning of year	**2,050**	21,373
Interest	**-**	677
Repayment	**-**	(20,000)
Balance, end of year	**2,050**	2,050

During the year ended December 31, 2021, the Company repaid a promissory note with a former related party (the "Promissory Note"). The Promissory Note bore interest at 5% per month compounded monthly on the principal and was due on demand. The principal amount of the Promissory Note of $20,000 was repaid during the year ended December 31, 2021. As at March 31, 2022, $2,050 (December 31, 2021 - $2,050) in accrued interest remains outstanding.

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.

a. Issued share capital

As at March 31, 2022, the Company had 70,356,340 (December 31, 2021 – 70,356,340) shares outstanding.

During the period ended March 31, 2022

For the period ended March 31, 2022, the Company did not issue any common shares.

During the year ended December 31, 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 common shares to a consultant and recorded $4,927 for services rendered.

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 (Note 3).

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 with a fair value of $0.10 per share to settle $93,000 of accounts payable and accrued liabilities.

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 reserve 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 reserve to share capital.

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants. Upon exercise, the Company transferred $11,159 of warrant reserve to share capital.

(EXPRESSED IN CANADIAN DOLLARS)

6. Share capital (continued)

b. Warrants

On January 11, 2021, the Company issued 5,875,000 performance warrants at fair value of $86,903. 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 reserve.

As at March 31, 2022, 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 reserve to share capital.

	As at March 31, 2022 $	As at December 31, 2021 $
Balance, beginning of year	-	-
Performance warrants issued	-	5,875,000
Special warrants issued	-	323,500
Exercised	-	(6,198,500)
Balance, end of year	-	-

c. Stock options

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.
- 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.
- he 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.

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. As at March 31, 2022 and December 31, 2021, the Company had not issued any stock options.

(EXPRESSED IN CANADIAN DOLLARS)

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 March 31, 2022 is $2,050 (December 31, 2021 - $2,050) owing to a shareholder and former director of the Company (Note 5).

At March 31, 2022, amounts owing to the President and CEO of the Company of $4,725 (December 31, 2021 - $4,725) were included in accounts payable and accrued liabilities.

During the period ended March 31, 2022 and 2021, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

	For the period ended March 31, 2022 $	For the period ended March 31, 2021 $
Consulting services	**500**	-

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, accounts payable and accrued liabilities, and promissory note. The carrying values of accounts payable and accrued liabilities, 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.

The following is an analysis of the Company's financial assets measured at fair value as at March 31, 2022 and December 31, 2021:

	As at March 31, 2022		
	Level 1	**Level 2**	**Level 3**
Cash	$ 343,754	$ -	$ -

	As at December 31, 2021		
	Level 1	**Level 2**	**Level 3**
Cash	$ 359,983	$ -	$ -

8. Financial instrument fair value and risk factors (continued)

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. Cash totaled $343,754 as at March 31, 2022. 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.

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 March 31, 2022, the Company had cash of $343,754 to cover current liabilities of $80,090.

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, which totaled $1,207,203 at March 31, 2022 (December 31, 2021 - $1,226,302).

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.

10. 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 required a total of $590,000 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 March 31, 2022, the Company had advanced $590,000 and $554,116 of costs have been incurred by the contractor. The remaining $35,884 is included in prepaid expenses.

On July 28, 2021, the Company entered into a consulting agreement, whereby the Company has committed to grant the consultant 200,000 stock options once the Company has been listed on the CSE.

SCHEDULE "C"
MD&A OF THE COMPANY
For the years ended December 31, 2021, 2020 and 2019

(see attached)

ARCTIC FOX MINERALS CORP.

(formerly Melius Capital Corp.)

Management's Discussion and Analysis

For the years ended December 31, 2021, 2020 and 2019

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Arctic Fox Minerals Corp. (the "Company" or "Arctic") has been prepared by management, in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of June 15, 2022 and should be read in conjunction with the consolidated financial statements for the years ended December 31, 2021, 2020 and 2019 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 comprehensivereview of all matters and developments concerning the Company. Additional information relevant to the Company'sactivities 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**").

<u>**Selected Annual Information**</u>

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, 2021 $	**December 31, 2020 $**	**December 31, 2019 $**
Total assets	1,302,437	216,200	1,200
Total non-current financial liabilities	-	-	-
Total revenues	-	-	-
Net loss and comprehensive loss	(516,426)	(382,871)	-
Loss per share, basic and diluted	(0.01)	(0.03)	-

During the year ended December 31, 2019, 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 ofacquisitions and share issuances, as well as exploration expenses of $81,498 and a minimal amount of interest expense.

At December 31, 2021, the Company had $359,983 (2020 - $166,200) of cash mainly as a result of issuing shares for cash, and had $34,699(2020 - $Nil) of taxes recoverable, $53,904 (2020 - $50,000) of prepaid expenses and $853,851 (2020 - $Nil) of exploration and evaluation assets related to the Up Town Mineral Property Option Agreement. Net loss increased during 2021 as the Company increased operations and activities including the exploration of the Up Town Mineral property.

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

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants.

<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
    (1) 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.

On January 11, 2021, the Parties agreed to amend the Assignment Agreement whereby the Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

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 mapsheets 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 physiographicfeatures 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 conceptin 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 geophysicalanomalies identified should be drill tested.

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

- The proposed program payment plan required advancing funds based on certain timings in the work plan asfollows: $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 AuroraGeosciences as program expenses were less than expected

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

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.

Significant Events and Overall Performance (continued)

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. Future exploration should focus on these areas.

Several mineral showings have been identified at the Property, a number of which were drilled during the 2021 drill campaign. A series of sulphide-rich shear zones were drilled and sampled for analysis. Assays are pending at the time of report preparation; however, elevated sulphides content noted during logging suggests that an IP survey would be a favourable tool to define new drill targets in the area, specifically at the Fox South zone. The IP survey grid should be located south of the 2021 drilling to prioritize drill targets to the south of the 2021 drill collars. Other IP targets include the No. 22 Vein and north of the J7 Zone.

A program consisting of targeted Induced Polarization geophysics and diamond drilling was recommended. A budget of CDN$100,000 is recommended to conduct the first phase of exploration at the Up Town Gold Property.

Diamond drilling is recommended at all zones on the property. Once analytical results of the 2021 program are available, as well as the IP geophysics at the Fox South Zone, this information, together with findings from a final LiDAR interpretation should be used to prioritize zones and refine the ongoing exploration strategy.

Recommended Phases and Estimated Budget

Exploration Phase	Estimated Budget CDN
Phase I: Induced Polarization Survey (Fox South Zone)	$100,000
Phase II: Diamond Drilling (est. 1,500 m inclusive)	$650,000
Total Estimated Budget	$750,000

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 December 31, 2021. 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 were analyzed and updated in the NI 43-101 and shared with the securities commission as of April 2022.

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 July 2023 as per last amendment to the agreement that is dated January 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 year ended December 31, 2021

During the year ended December 31, 2021 ("2021") the Company reported a net loss and comprehensive loss of $516,426 compared to $382,871 for the year ended December 31, 2020 ("2020"), an increase in loss of $133,555. The loss is primarily comprised of the following:

(a) A decrease in interest expense in 2021 of $696 from $1,373 in 2020 to $677 in 2021. The decrease was the result of repaying the promissory note during 2021 and only incurring interest on the promissory note for part of 2021.

(b) A decrease in consulting expenses in 2021 of $140,053 from $300,000 in 2020 to $159,947 in 2021. This decrease 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.

(a) An increase in exploration expenses in 2021 of $51,793 from $81,498 in 2020 to $133,291 in 2021. This increase was the result of increased exploration activity on the Up Town Gold Property in 2021 prior to the Company obtaining the legal right to explore the Up Town Gold Property on September 30, 2021. Subsequent to September 30, 2021, the exploration activities on the Up Town Gold Property have been capitalized to exploration and evaluation assets.

(b) An increase in filing expenses in 2021 of $27,240 from $Nil in 2020 to $27,240 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.

(c) 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 activitiesresulted in the increase in investor communications costs in 2021 as compared to 2020.

(d) An increase in professional fees in 2021 of $75,074 from $Nil in 2020 to $75,074 in 2021. This increase in2021 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 fees in 2021.

(e) An increase in share-based compensation in 2021 of $86,903 from $Nil in 2020 to $86,903. The increase wasthe 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 year ended December 31, 2020

During the year ended December 31, 2020, the Company recorded a loss of $382,871 compared to a loss of $nil during the year ended December 31, 2019. Some of the significant changes to operations are as follows:

a) Interest expense of $1,373 (2019 - $nil) is accrued for a note payable from a shareholder and consultant of the Company.
b) Consulting expense of $300,000 (2019 - $nil) are non-cash fees paid in shares to consultants of the Company for services rendered for the structuring of acquisitions and share issuances.
c) Exploration expense of $81,498 (2019 - $nil). This increase was the result of the commencement of exploration activity on the Up Town Gold Property.

Results of Operations (continued)

For the three-month period ended December 31, 2020, the Company recorded a loss of $157,871 (2019 - $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), exploration expense of $81,498, (2019 - $nil) and interest expense of $1,373 (2019 - $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 renderedby 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 and recorded $4,927 for services rendered by aconsultant 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 $0.02per 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.

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants.

Cash Flow Analysis

Operating Activities

During the years ended December 31, 2021, 2020 and 2019 cash used in operating activities was $381,935, $95,000 and $nil, respectively. During the year ended December 31, 2021, an increase in activity which resulted in an increase in net loss to $516,426. This was offset by non-cash share-based compensation of $86,903 and an increase in accounts payable and accrued liabilities of $130,587. During the year ended December 31, 2020, the Company incurred a net loss of $382,871 which was partially offset by the issuance of shares for consulting services. During the year ended December 1, 2019, the Company had no operating activities.

Cash Flow Analysis (continued)

Investing activities

During the year ended December 31, 2021, used in investing activities was $503,851 compared to $Nil during the years ended December 31, 2020 and 2019. The increase during the 2021 period is attributed to the expenditure of cash for exploration and evaluation assets. The Company had no investing activities during the years ended December 31, 2020 or 2019.

Financing activities

During the year ended December 31, 2021, cash provided by financing activities was $1,079,569 compared to $260,000 during the year ended December 31, 2020 and $nil during the year ended December 31, 2019. The increase during the 2021 period is primarily attributed to the receipt of $1,088,410 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. Financing activities in 2020 were attributed to a related party promissory note and proceeds from shares issued (or to be issued) in private placements. During the year ended December 1, 2019, the Company had no financing activities.

Summary of Quarterly Results

	Three Months Ended December 31, 2021	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021	Three Months Ended March 31, 2021
Total assets	$ 1,302,437	$ 1,436,000	$ 1,360,958	$ 509,012
Working capital	372,451	1,296,853	1,349,471	481,640
Loss for the period	(70,461)	(274,277)	(28,181)	(143,507)
Loss per share	(0.00)	(0.00)	(0.00)	(0.01)

	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	$ 216,200	$ 1,200	$ 1,200	$ 1,200
Working capital	158,329	1,200	1,200	1,200
Loss for the period	(157,871)	(75,000)	(75,000)	(75,000)
Loss per share	(0.00)	(0.01)	(0.01)	(0.01)

During the quarter ended March 31, 2020, 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 December31, 2020, the Company saw an increase in operations including exploration expenditures 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 totalassets 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 as well. Net loss for the three months ended March 31, 2021 was higher than all other previous quarters presented as a result of $86,903 of share-based compensation incurred during the period.

Summary of Quarterly Results (continued)

Net losses during the quarter ended September 30, 2021 increased over all other quarters as the Company further increased operations and added additional consultants to further advance the Company's directives. Net loss during the quarter ended December 31, 2021 decreased from the previous quarter as the Company reduced consulting expenses. Total assets increased during the quarter ended September 30, 2021 as the Company issued shares for cash proceeds and decreased during the quarter ended December 31, 2021 as the Company used cash from operations.

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 and Special Warrants. During the years ended December 31, 2021, 2020 and 2019, it has raised a total of $1,328,410 from the sale of common shares and Special Warrants for cash. As at December 31, 2021, the Companyhad working capital of $372,451 comprised mainly of cash on hand of $359,983, $34,699 of taxes recoverable and prepaid expenses of $53,904,compared to working capital of $158,329 comprised of cash on hand of $166,200 and prepaid expenses of $50,000 at December 31, 2020. The Company had current liabilities of $76,135 comprised mainly of accounts payable and accrued liabilities. At December 31, 2019, the Company had working capital of $1,200 consisting of cash on hand.

The Company is in the process of exploring its mineral property and has not yet determined whether the Property contains 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 andupon future profitable production.

While the information included 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'sability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additionalfinancing. 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.

<u>Limited Operating History</u>

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

<u>Uncertain Liquidity and Capital Resources</u>

For the period from incorporation to December 31, 2021, the Company accumulated losses of $899,297. 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 tocomplete 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 Companyneeds 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

Risk, Uncertainties and Outlook (continued)

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 additionalcapital 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, producerhedging 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 rightshave been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* markedthe 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 provedon the Up Town Gold Property, provincial and federal laws will continue to be valid provided that any infringementsof 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 settlementor judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be markedand, in certain circumstances, could delay or even prevent the Company's exploration or mining activities.

Risk, Uncertainties and Outlook (continued)

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 notreceiving 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 andon 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 productionon 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.

Risk, Uncertainties and Outlook (continued)

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 reasonof the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws orregulations.

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, andthe 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 liabilitiesfor 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 incapital 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 impacton 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. TheCompany does not have key man insurance in place in respect of any of its directors or officers.

Risk, Uncertainties and Outlook (continued)

Option Agreement Obligations

The Amending 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 suchpayments 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 statementsin 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 obtaindirector 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 Companyto 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 travelrestrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and socialdistancing. 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

Risk, Uncertainties and Outlook (continued)

and economicdisruptions. 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'sbusiness, 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 2022 in accordance with theuse 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 December 31, 2021 is $2,050 in outstanding balance (December 31, 2020 - $21,373; December 31, 2019 - $Nil) owing to a shareholder and director of the Company.

At December 31, 2021, amounts owing to the President and CEO of the Company of $4,725 (December 31, 2020 - $Nil; December 31, 2019 - $Nil) were included in accrued liabilities.

During the periods ended December 31, 2021, 2020 and 2019, the Company entered into the following transactions withkey management personnel, which include the officers and directors, of the Company.

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2019
	$	$	$
Consulting services	**45,020**	300,000	-

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 estimates.

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 thefinancial 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 effectivedates 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 orindirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments include cash, taxes recoverable, accounts payable and accrued liabilities, and promissory note. The carrying value of taxes recoverable 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 thefair 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:

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 taxes recoverable. Cash totaled $359,983 and taxes recoverable totaled $39,386 as at December 31, 2021. 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.

Financial Instruments and Other Instruments (continued)

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 December 31, 2021, the Company had cash of $359,983 to cover current liabilities of $76,135.

Other Requirements

Outstanding Share Data

As at June 15, 2022, the Company has:

a) 70,356,340 common shares outstanding;
b) Nil stock options outstanding; and
c) Nil share purchase warrants outstanding; and
d) Nil 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 canbe 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 theyrelate to the Company or its management, are intended to identify forward-looking statements. This MD&A containsforward-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 itsnature, 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.

SCHEDULE "D"
MD&A OF THE COMPANY
For the three months ended March 31, 2022

(see attached)

ARCTIC FOX MINERALS CORP.

Management's Discussion and Analysis

For the three months ended March 31, 2022

(Expressed in Canadian Dollars)

Introduction

The following Management Discussion and Analysis ("MD&A") of Arctic Fox Minerals Corp. (the "Company" or "Arctic") has been prepared by management, in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of June 15, 2022 and should be read in conjunction with the condensed interim consolidated financial statements for the three months ended March 31, 2022 and 2021 and audited financial statements for the year ended December 31, 2021 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 comprehensivereview of all matters and developments concerning the Company. Additional information relevant to the Company'sactivities 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**").

Company increased operations and activities including the exploration of the Up Town Mineral property.

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.

Significant Events and Overall Performance (continued)

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.

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special 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.

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

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants.

<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**").

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 (paid);
(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 (issued);

Significant Events and Overall Performance (continued)

(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
   (1) 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 (paid in March 2021); 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 March 31, 2022, the Company had paid $50,000 to Rover, as well as the $75,000 and theremaining $45,000 to SRR.

On January 11, 2022, the Parties agreed to amend the Assignment Agreement whereby the Company will incur an additional $750,000 in Exploration Expenditures by June 30, 2023.

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 Michael 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.

Significant Events and Overall Performance (continued)

- 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.

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. Future exploration should focus on these areas.

Several mineral showings have been identified at the Property, a number of which were drilled during the 2021 drill campaign. A series of sulphide-rich shear zones were drilled and sampled for analysis. Assays are pending at the time of report preparation; however, elevated sulphides content noted during logging suggests that an IP survey would be a favourable tool to define new drill targets in the area, specifically at the Fox South zone. The IP survey grid should be located south of the 2021 drilling to prioritize drill targets to the south of the 2021 drill collars. Other IP targets include the No. 22 Vein and north of the J7 Zone.

A program consisting of targeted Induced Polarization geophysics and diamond drilling was recommended. A budget of CDN$100,000 is recommended to conduct the first phase of exploration at the Up Town Gold Property.

Diamond drilling is recommended at all zones on the property. Once analytical results of the 2021 program are available, as well as the IP geophysics at the Fox South Zone, this information, together with findings from a final LiDAR interpretation should be used to prioritize zones and refine the ongoing exploration strategy.

Significant Events and Overall Performance (continued)

Recommended Phases and Estimated Budget

Exploration Phase	Estimated Budget CDN
Phase I: Induced Polarization Survey (Fox South Zone)	$100,000
Phase II: Diamond Drilling (est. 1,500 m inclusive)	$650,000
Total Estimated Budget	$750,000

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, $554,116 of expenditures were incurred up to March 31, 2022. There is a balance of $35,884; sufficient to fund the remaining objectives from 2021.

Diamond drilling was completed October 31, 2021 and samples were analyzed and updated in the NI 43-101 and shared with the securities commission as of May 2022.

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 July 2023 as per last amendment to the agreement that is dated January 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 three months ended March 31, 2022

During the three months ended March 31, 2022 ("2022") the Company reported a net loss and comprehensive loss of $19,099 compared to $98,507 for the three months ended March 31, 2021 ("2021"), a decrease in loss of $79,408. The loss is primarily comprised of the following:

(a) Interest expense of $Nil in 2022 (2021 - $677). The decrease was the result of repaying the promissory note during 2021.
(a) Consulting expense of $500 in 2022 (2021 - $4,927). This decrease was a result of the Company incurring additional fees for services rendered during 2021.
(b) Filing expenses in of $12,176 in 2022 (2021 - $Nil). This increase was the result of the costs associated with the process of listing fees on the CSE. The Company had not undertaken any of these activities in 2021.
(c) Professional fees of $5,949 in 2022 (2021 - $6,000). Professional fees are generally in relation to accounting and legal fees and have stayed consistent over 2022 and 2021.
(d) Share-based compensation of $Nil in 2022 (2021 - $86,903). The decrease is due to the result of the Company not issuing any share-based compensation in 2022. In 2021, the Company issued 5,875,000 performance warrants at fair value of $86,903 on January 11, 2021.

Share Capital Activity

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 and recorded $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 and accrued liabilities.

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.

On December 30, 2021, the Company issued 323,500 common shares upon the conversion of 323,500 Special Warrants.

Cash Flow Analysis

Operating Activities

During the three months ended March 31, 2022, cash used in operating activities was $3,775 (2021 - $111,497). During the period ended March 31, 2022, the decrease in activity resulted in decrease in net loss to $19,099. Please refer to results of operations for details.

Investing Activities

During the three months ended March 31, 2022, cash used in investing activities was $12,454 compared to $Nil during the period ended March 31, 2021. The increase during the 2022 period is attributed to the expenditure of cash for exploration and evaluation assets.

Financing activities

During the three months ended March 31, 2022, cash provided by financing activities was $Nil compared to $284,310 during the period ended March 31, 2021. The decrease is primarily attributed to the $Nil financing activities in 2022 as compared to the receipt of $304,310 from the issuance of common shares offset by the repayment of $20,000 for a related party promissory note in 2021.

Summary of Quarterly Results

	Three Months Ended March 31, 2022	Three Months Ended December 31, 2021	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021
Total assets	$ 1,287,293	$ 1,302,437	$ 1,436,000	$ 1,360,958
Working capital	340,898	372,451	1,296,853	1,349,471
Loss for the period	(19,099)	(70,461)	(274,277)	(28,181)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	Three Month Ended March 31, 2021	Three Months Ended December 31, 2020	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020
Total assets	$ 764,012	$ 216,200	$ 1,200	$ 1,200
Working capital	755,961	158,329	1,200	1,200
Loss for the period	(98,508)	(157,871)	(75,000)	(75,000)
Loss per share	(0.00)	(0.00)	(0.01)	(0.01)

During the quarters ended June 30, 2020 and September 30, 2020, 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 including exploration expenditures 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 maintained 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 as well. Net loss for the three months ended March 31, 2021 increased as a result of $86,903 of share-based compensation incurred during the period.

Net losses during the quarter ended September 30, 2021 increased over all other quarters as the Company further increased operations and added additional consultants to further advance the Company's directives. Net loss during the quarter ended December 31, 2021 decreased from the previous quarter as the Company reduced consulting expenses. Total assets increased during the quarter ended September 30, 2021 as the Company issued shares for cash proceeds and decreased during the quarter ended December 31, 2021 as the Company used cash from operations.

For the quarter ended March 31, 2022, net assets decreased as a result of cash expended for operations. Net loss for the quarter decreased as the Company decreased operations.

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 and Special Warrants. During the years ended December 31, 2021 and 2020, it has raised a total of $1,328,410 from the sale of common shares and Special Warrants for cash. As at March 31, 2022, the Company had working capital of $340,898 comprised mainly of cash on hand of $343,754, $36,521 of taxes recoverable and prepaid expenses of $40,713. At March 31, 2022, the Company had current liabilities of $80,090 comprised mainly of accounts payable and accrued liabilities. At December 31, 2021, the Company had working capital of $372,451 comprised mainly of cash on hand of $359,983, $34,699 of taxes recoverable and prepaid expenses of $53,904 at December 31, 2021. The Company had current liabilities of $76,135 comprised mainly of accounts payable and accrued liabilities.

Liquidity and Capital Resources (continued)

The Company is in the process of exploring its mineral property and has not yet determined whether the Property contains 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.

While the information included has been prepared in accordance with IFRS on a going concern basis, whichpresumes 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'sability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additionalfinancing. 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 March 31, 2022, the Company accumulated losses of $918,396. 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.

Risk, Uncertainties and Outlook (continued)

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.

Risk, Uncertainties and Outlook (continued)

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.

Risk, Uncertainties and Outlook (continued)

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, andthe 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 Amending 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.

Risk, Uncertainties and Outlook (continued)

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.

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.

Risk, Uncertainties and Outlook (continued)

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 2022 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 March 31, 2022 is $2,050 in outstanding balance (December 31, 2021 - $2,050) owing to a shareholder and director of the Company.

At March 31, 2022, amounts owing to the President and CEO of the Company of $4,725 (December 31, 2021 - $4,725) were included in accrued liabilities.

During the period ended March 31, 2022 and 2021, the Company entered into the following transactions with key management personnel, which include the officers and directors, of the Company.

	For the period ended March 31, 2022 $	For the period ended March 31, 2021 $
Consulting services	**500**	-

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 estimates.

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 thefinancial 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 effectivedates 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 orindirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments include cash, accounts payable and accrued liabilities, and promissory note. The carrying value of accounts payable and accrued liabilities, 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 thefair value hierarchy. 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 taxes recoverable. Cash totaled $343,754 and taxes recoverable totaled $36,521 as at March 31, 2022. 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.

Financial Instruments and Other Instruments (continued)

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 March 31, 2022, the Company had cash of $343,754 to cover current liabilities of $80,090.

Other Requirements

Outstanding Share Data

As at June 15, 2022, the Company has:

a) 70,356,340 common shares outstanding;
b) Nil stock options outstanding; and
c) Nil share purchase warrants outstanding; and
d) Nil 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 canbe 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 theyrelate to the Company or its management, are intended to identify forward-looking statements. This MD&A containsforward-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.

Forward-Looking Statements (continued)

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.

SCHEDULE "E"
ROVER AUDITED FINANCIAL STATEMENTS
For the years ended December 31, 2021 and 2020

(see attached)

Rover Metals Corp.

Consolidated Financial Statements

For the years ended December 31, 2021 and 2020

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Rover Metals Corp.

Opinion

We have audited the consolidated financial statements of Rover Metals Corp. (the “Company”), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of $1,687,157 during the year ended December 31, 2021. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management’s Discussion and Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. 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. 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

April 27, 2022

ROVER METALS CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Notes	**December 31, 2021**	December 31, 2020
		$	$
ASSETS			
Current			
Cash		**642,772**	332,716
Prepaid expenses	4	**192,052**	56,198
Sales tax receivable		**37,912**	16,964
Total current assets		**872,736**	405,878
Restricted cash	5	**117,277**	117,277
Exploration and evaluation assets	6	**3,011,203**	1,391,488
Equipment	7	**119,625**	-
Investment	6(c)	**300,000**	-
Total assets		**4,420,841**	1,914,643
LIABILITIES			
Current			
Deposits received	6(c)	**-**	50,000
Accounts payable and accrued liabilities	10	**666,870**	398,650
Total current liabilities		**666,870**	448,650
Loan payable	8	**35,148**	30,885
Deferred income	8	**4,852**	9,115
Total liabilities		**706,870**	488,650
SHAREHOLDERS' EQUITY			
Share capital	9	**5,551,372**	3,410,317
Warrant reserves	9	**2,655,800**	956,984
Stock option reserves	9	**519,050**	395,432
Contributed surplus	9	**575,768**	575,768
Deficit		**(5,588,019)**	(3,912,508)
Total shareholders' equity		**3,713,971**	1,425,993
Total liabilities and shareholders' equity		**4,420,841**	1,914,643

Nature of operations and going concern (Note 1)
Commitments and contingencies (Note 13)
Subsequent events (Note 15)

Approved on behalf of the Board of Directors on April 27, 2022:

"Keith C. Minty"	***"R. Judson Culter"***
Director	Director

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

(Expressed in Canadian dollars, except number of shares outstanding)

	Notes	Year ended December 31, 2021	2020
		$	$
Expenses			
Investor relations and marketing consulting		**608,762**	184,206
Administrative fees	10	**330,360**	194,750
Professional fees	10	**218,981**	105,096
Stock-based compensation	9(e),10	**123,618**	143,605
Stock transfer agent and filing fees		**104,121**	55,219
Marketing and events		**61,766**	33,989
Rent and maintenance		**29,437**	3,414
Travel		**28,007**	8,238
Office expenses and dues		**20,016**	6,243
Geological management fees		**17,500**	8,000
Insurance		**7,475**	7,150
Bank fees and interest		**5,541**	3,508
Communications		**4,339**	4,490
Foreign exchange		**(3,231)**	121
		1,556,692	758,029
Other expenses (income)			
Loss on disposal of exploration asset	6(c)	**213,711**	-
Impairment of acquisition deal costs	6(d)	**-**	128,344
Recovery of acquisition deal costs	6(d)	**(92,008)**	-
Interest income		**(177)**	(1,710)
Gain on debt settlement	9	**-**	(73,313)
Amortization of flow-through premium liability		**(2,707)**	-
Net loss and comprehensive loss		**1,675,511**	811,350
Net loss per share			
Basic and Diluted		**0.02**	0.01
Weighted average number of shares outstanding			
Basic and Diluted		**103,714,687**	61,600,358

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

ROVER METALS CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars, except number of shares outstanding)

	Share capital Common shares	Amount	Share subscription deposits	Warrant reserves	Stock option reserves	Contributed surplus	Deficit	Total shareholders' equity
	#	$	$	$	$	$	$	$
Balance at December 31, 2019	**52,526,536**	**2,842,464**	**34,700**	**739,223**	**251,827**	**34,740**	**(3,101,158)**	**801,796**
Amended $0.06 unit financing	1,911,667	41,207	(34,700)	73,493	-	-	-	80,000
$0.06 unit financing	20,166,666	580,414	-	629,586	-	-	-	1,210,000
Share issuance costs	-	(148,218)	-	55,710	-	-	-	(92,508)
Expired warrants	-	-	-	(541,028)	-	541,028	-	-
Debt settlement	2,550,039	94,450	-	-	-	-	-	94,450
Stock-based compensation	-	-	-	-	143,605	-	-	143,605
Net loss and comprehensive loss	-	-	-	-	-	-	(811,350)	(811,350)
Balance at December 31, 2020	**77,154,908**	**3,410,317**	**-**	**956,984**	**395,432**	**575,768**	**(3,912,508)**	**1,425,993**
$0.10 unit financing	37,025,000	2,120,868	-	1,581,632	-	-	-	3,702,500
$0.08 Flow-through share financing, net of liability	2,500,000	163,070	-	34,223	-	-	-	197,293
Share issuance costs	-	(222,883)	-	82,961	-	-	-	(139,922)
Shares issued for trade payable settlements	929,464	80,000	-	-	-	-	-	80,000
Stock-based compensation	-	-	-	-	123,618	-	-	123,618
Net loss and comprehensive loss	-	-	-	-	-	-	(1,675,511)	(1,675,511)
Balance at December 31, 2021	**117,609,372**	**5,551,372**	**-**	**2,655,800**	**519,050**	**575,768**	**(5,588,019)**	**3,713,971**

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

ROVER METALS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Year ended December 31, **2021**	2020
	$	$
OPERATING ACTIVITIES		
Net loss for the year	**(1,675,511)**	(811,350)
Items not affecting cash:		
Stock-based compensation	**123,618**	143,605
Impairment of acquisition deal costs	**-**	128,344
Loss on disposal of exploration asset	**213,711**	-
Amortization of flow-through premium liability	**(2,707)**	-
Interest income	**(4,263)**	(1,338)
Interest expense	**4,263**	1,338
Changes in non-cash working capital items:		
Prepaid expenses	**(135,854)**	38,617
Sales tax receivable	**(20,948)**	(13,353)
Accounts payable and accrued liabilities	**(79,314)**	244,511
Cash used in operating activities	**(1,577,005)**	(269,626)
INVESTING ACTIVITIES		
Proceeds received from government grant	**187,000**	-
Deposit on Up Town Gold property option assignment agreement	**-**	50,000
Purchase of equipment	**(98,800)**	-
Investment in exploration and evaluation assets, net	**(1,963,717)**	(687,360)
Cash used in investing activities	**(1,875,517)**	(637,360)
FINANCING ACTIVITIES		
Proceeds from unit financing	**3,902,500**	1,290,000
Proceeds from loan payable	**-**	40,000
Share issuance costs from unit financing	**(139,922)**	(92,508)
Cash provided by financing activities	**3,762,578**	1,237,492
Increase in cash	**310,056**	330,506
Cash, beginning of year	**332,716**	2,210
Cash, end of year	**642,772**	332,716

SUPPLEMENTAL CASH FLOW INFORMATION

Investment in exploration and evaluation assets included in accounts payable and accrued liabilities	**393,984**	-
Issuance of shares to settle trade payables	**80,000**	94,450

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

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

Rover Metals Corp. ("Rover" or the "Company") was incorporated on February 23, 2010 under the laws of the Province of British Columbia, Canada, Business Corporations Act. The head office and registered and records office address of the Company is located at Suite 908 – 938 Howe Street, Vancouver, BC, Canada, V6Z 1N9. Rover is a Canadian natural resource exploration company specializing in precious metal resources located in North America.

The Company is listed on the Toronto Venture Exchange ("TSXV") as a Tier II Mining Issuer and trades under the symbol "ROVR" and is listed on the U.S. OTCQB co-listing and trades under the symbol "ROVMF", and on the Frankfurt Stock Exchange co-listing and trades under the symbol “4XO.”

In March of 2020, the World Health Organization declared an outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", that has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the Company's financial results.

These consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will be able to continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities in the normal course of business. For the year ended December 31, 2021, the Company incurred a net loss of $1,675,511. As at December 31, 2021, the Company has a deficit of $5,588,019. There is no certainty that additional financing at terms that are acceptable to the Company will be available, and an inability to obtain financing would have a direct impact on the Company's ability to continue as a going concern. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs with the proceeds from equity financings, and its current working capital. See Note 15 for the equity financings raised subsequent to year-end.

These consolidated financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

NOTE 2 – BASIS OF PRESENTATION

(a) Statement of compliance

These audited consolidated financial statements, including comparatives, have been prepared in accordance International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. IFRS includes International Accounting Standards ("IAS") and interpretations issued by the IFRS Interpretations Committee (“IFRIC”).

These consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on April 27, 2022.

(b) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value, or amortized cost, as applicable. The presentation currency is the Canadian dollar; therefore, all amounts are presented in Canadian dollars unless otherwise noted.

NOTE 2 – BASIS OF PRESENTATION (continued)

(c) Basis of consolidation

These consolidated financial statements include the financial statements of the Company and entities controlled by the Company. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

These consolidated financial statements incorporate the accounts of the Company and Rover Metals USA, Inc., a wholly owned subsidiary incorporated in the United States. The subsidiary functional currency was determined to be the Canadian dollar. All inter-company balances, transactions, revenues and expenses have been eliminated on consolidation.

Significant accounting judgements and key sources of estimate uncertainty

The preparation of the consolidated financial statements in conformity with IFRS requires management to select accounting policies and make estimates and judgments that may have a significant impact on the financial statements. Estimates are continuously evaluated and are based on management's experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates.

Significant judgments exercised in applying accounting policies, apart from those involving estimates, that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

i. *Going concern*
These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The assessment of the Company's ability to source future operations and continue as a going concern involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. If the going concern assumption were not appropriate for the consolidated financial statements, then adjustments to the carrying value of assets and liabilities, the reported expenses and the consolidated statement of financial position would be necessary (see Note 1).

ii. *Functional currency*
The functional currency for the Company is the currency of the primary economic environment in which the entity operates. The Company has determined that the functional currency is the Canadian dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions that determined the primary economic environment.

iii. *Economic recoverability of future economic benefits of mineral property interests*
Management has determined that exploration and evaluation of mineral properties and related costs incurred, which have been recognized on the statements of financial position, are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geological data, scoping studies, accessible facilities, and existing and future permits.

iv. *Indications of impairments of assets*
Impairment testing is done at the cash generating unit level and judgment is involved in assessing whether there is any indication that an asset or a cash generating unit may be impaired. The assessment of the impairment indicators involves the application of a number of significant judgments and estimates to certain variables, including metal price trends, exploration plans for properties and the results of exploration and evaluation to date.

NOTE 2 – BASIS OF PRESENTATION (continued)

(d) Significant accounting judgements and key sources of estimate uncertainty (continued)

Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

i. *Provisions*
Provisions recognized in the consolidated financial statements involve judgments on the occurrence of future events, which could result in a material outlay for the Company. In determining whether an outlay will be material, the Company considers the expected future cash flows based on facts, historical experience and probabilities associated with such future events. Uncertainties exist with respect to estimates made by management and as a result, the actual expenditure may differ from amounts currently reported.

ii. *Stock-based compensation*
The Company determines the fair value of stock options granted using the Black Scholes option pricing model. This option pricing model requires the development of market-based subjective inputs, including the risk-free interest rate, expected price volatility and expected life of the option. Changes in these inputs and the underlying assumption used to develop them can materially affect the fair value estimate.

iii. *Income taxes*
The provision for income taxes and composition of income tax assets and liabilities require management's judgment. The application of income tax legislation also requires judgment in order to interpret legislation and apply those findings to the Company's transactions.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

(a) Foreign currency translation

Management has determined that the primary economic environment in which the Company operates is Canada. As a result, the functional currency is the Canadian Dollar, which is also the presentation currency of these consolidated financial statements.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing at the transaction dates. At each reporting date, monetary items denominated in foreign currencies are translated into the entity's functional currency at the then prevailing rates and non-monetary items measured at historical cost are translated into the entity's functional currency at rates in effect at the date the transaction took place.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are included in the statements of loss and comprehensive loss for the period in which they arise.

(b) Cash

Cash consists of cash on hand, deposits held with banks, and other highly liquid short-term investments that are readily convertible to cash and have maturities with terms of less than ninety days and/or with original maturities over ninety days but redeemable on demand without penalty.

(c) Exploration and evaluation assets

Title to exploration and evaluation assets including mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing historical characteristic of many properties. The Company has investigated title to all its mineral properties and, to the best of its knowledge title to all of its properties is in good standing.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Exploration and evaluation assets (continued)

The Company accounts for exploration and evaluation assets in accordance with IFRS 6 – Exploration for and evaluation of mineral properties ("IFRS 6"). Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation are recognized and capitalized, in addition to the acquisition costs. These expenditures include but are not limited to acquiring licenses, researching and analyzing existing exploration data, conducting geological studies, exploration drilling and sampling and payments made to contractors and consultants in connection with the exploration and evaluation of the property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

Acquisition costs incurred in obtaining legal right to explore a mineral property are deferred until the legal right is granted and thereon reclassified to mineral properties. Transaction costs incurred in acquiring an asset are deferred until the transaction is completed and then included in the purchase price of the asset acquired.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of the estimated recoverable amount, are written off to the consolidated statement of loss and comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

(d) Equipment

Equipment is carried at cost, less accumulated amortization and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Amortization is provided at rates calculated to write-off the cost of equipment, less their estimated residual value, using the straight-line method at 20% per annum. An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statements of loss and comprehensive loss.

(e) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

(f) Impairment of assets

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there are any indicators of impairment. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Impairment of assets (continued)

Where the asset does not generate cash inflows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired. An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount and an impairment loss is recognized immediately in the consolidated statement of loss and comprehensive loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. A reversal of impairment is recognized in the consolidated statement of loss and comprehensive loss.

(g) Government grant

Government grants are recognized by the Company when it meets the conditions for compliance and the grants are to be received. Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Government grants related to mineral property interests shall be presented in the consolidated statement of financial position by deducting the grant in arriving at the carrying amount of the asset. The grant will be recognized in profit or loss over the depreciable life of the mineral interests as a reduced depreciation expense.

(h) Share capital

Common shares are classified as share capital. Costs directly attributable to the issue of common shares are recognized as a deduction from share capital, net of any tax effects. The Company uses the relative fair value method with respect to the measurement of shares and warrants issued as private placement units. The Company considers the fair value of common shares to be the closing quoted bid price on the issuance date and the fair value of share purchase warrants are estimated by the Black-Scholes option pricing model at the date of issuance. The proportionate value attributed to warrants is recorded as reserves.

(i) Flow-through shares

As an incentive to complete private placements the Company may issue common shares, which by agreement are designated as flow-through shares. Such agreements require the Company to spend the funds from these placements on qualified exploration expenditures and renounce the expenditures and income tax benefits to the flow-through shareholders, resulting in no exploration deductions to the Company.

The shares are usually issued at a premium to the trading value of the Company's common shares at the date the private placement is completed. The premium is a reflection of the value of the income tax benefits that the Company must pass on to the flow-through shareholders. On issue, share capital is increased only by the non-flow-through share equivalent value. Any premium is recorded as a flow-through share premium liability.

The loss of the tax benefit is recorded as a deferred income tax liability and eliminates the original flow-through share premium liability, with the difference, if any, recorded as a deferred income tax expense. In instances where the Company has unused temporary income tax benefits, or unused non-capital losses or tax credits available to offset the deferred income tax liability, the realization of these income tax benefits is shown as a recovery in profit or loss in the period the deferred income tax liability is recorded.

The deferred income tax liability and reversal of the flow-through share premium liability are recorded on a pro-rata basis as the required exploration expenditures are completed and renounced to the flow-through shareholders.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Warrants

Share purchase warrants are classified as a component of equity. Share purchase warrants are initially recorded as a part of warrant reserves in equity at their relative fair value. The Company uses the relative fair value method to allocate proceeds between shares and warrants issued raised for private placement units. The Company considers the fair value of common shares to be the closing quoted bid price on the issuance date and the fair value of share purchase warrants are estimated by the Black-Scholes option pricing model at the date of issuance. Upon exercise the proceeds generated from the payment of the exercise price are recorded to share capital and the previously recognized relative fair value of the share purchase warrants is reallocated to share capital from warrant reserves.

(k) Income taxes

Income tax reported in the consolidated statement of loss and comprehensive loss for the period presented comprises current and deferred income tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax for each taxable entity in the Company is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at the reporting date and includes any adjustments to tax payable or recoverable with regards to previous periods.

Deferred income tax is determined using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using the expected future tax rates enacted or substantively enacted at the reporting date.

A deferred income tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are offset only when there is a legally enforceable right to set off current tax assets against current tax liabilities, when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

(l) Financial instruments

Non-derivative financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. Management determines the classification of its financial assets at initial recognition. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value, and transaction costs are expensed in the statements of income and comprehensive income. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit and loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated specifically as hedges.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Financial instruments (continued)

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized 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. Gains or losses on financial assets classified as FVTOCI remain within equity following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Gains and losses on derecognition of financial assets classified amortized cost are recognized in profit or loss.

Financial liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Derivative instruments

Derivative instruments, including embedded derivatives in executory contracts or financial liability contracts, are classified as at FVTPL and, accordingly, are recorded in the consolidated statement of financial position at fair value. Unrealized gains and losses on derivatives not designated in a hedging relationship are recorded in profit or loss. Fair values for derivative instruments are determined using inputs based on market conditions existing at the balance sheet date or settlement date of the derivative. Derivatives embedded in non-derivative contracts are recognized separately unless they are closely related to the host contract.

(m) Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. The diluted loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding on a diluted basis. The weighted average number of shares outstanding on a diluted basis takes into account the additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period.

(Expressed in Canadian dollars, except where noted)

NOTE 4 – PREPAID EXPENSES

	December 31, 2021	December 31, 2020
	$	$
Prepaid investor relations and marketing	**187,005**	42,623
Prepaid insurance	**3,900**	3,575
Other prepaids	**1,147**	10,000
	192,052	56,198

NOTE 5 - RESTRICTED CASH

The Company is required to maintain a security deposit with the Government of the Northwest Territories ("NWT") to hold a Land Use Permit for exploration. The restricted cash is intended to cover potential environmental liabilities relating to the Company's exploration activities.

NOTE 6 – EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are composed of the following:

	Cabin Gold	Camp and Slemon Lakes	Up Town Gold	Tobin Gold	Total
	$	$	$	$	$
As at December 31, 2019	119,654	20,763	563,711	-	704,128
Claims (recovery)	(4,000)	11,504	-	-	7,504
Exploration expenditures	659,856	-	-	-	659,856
Advance royalty payments - cash	20,000	-	-	-	20,000
As at December 31, 2020	**795,510**	**32,267**	**563,711**	**-**	**1,391,488**
Claims	-	-	-	18,800	18,800
Exploration expenditures	2,265,005	73,896	-	-	2,338,901
Equipment amortization (Note 7)	12,725	-	-	-	12,725
Less: disposal of exploration asset	-	-	(563,711)	-	(563,711)
Less: government grant	(187,000)	-	-	-	(187,000)
As at December 31, 2021	**2,886,240**	**106,163**	**-**	**18,800**	**3,011,203**

(a) Cabin Gold Property (the "Cabin Gold Property")

The Company owns a 100% interest in Cabin Gold Property. Cabin Gold consists of one claim located 110 km northwest of Yellowknife and 60 km southeast of Fortune Minerals' NICO Gold-Cobalt-Bismuth Project and close to the new Tlicho All Season Road. On July 24, 2018, the Company received a five-year land use permit for exploration on Cabin Gold Property from the NWT, the Wek'eezhii Land and Water Board and the Mackenzie Valley Land and Water Board.

The Company also provided the following consideration for the Cabin Gold Property:

- $5,000 cash upon signing of the Cabin Gold LOI; (completed)
- $35,000 cash when drilling permits for Cabin Gold are issued by the government of the NWT; (completed)
- A 2% Net Smelter Returns royalty (the "Silver Range Royalty") related to commercial production from Cabin Gold;
- Advance royalty payments, only in the event of exploration activities in 2019, 2020 and 2021, equal to the lesser of $20,000 or 7% of exploration expenditures incurred by the Company at Cabin Gold during each of the calendar years 2019, 2020 and 2021. The maximum aggregate amount of total advance royalty payments is $220,000. These advance royalty payments are deemed to be credited against future payments of the Silver Range Royalty. Payments are due by February 28 of the following year (all advance royalty payments are current as at December 31, 2021 and the February 2022 payment was made by the due date).

NOTE 6 – EXPLORATION AND EVALUATION ASSETS (continued)

Royalty
Following completion of all payments and the completion of a National Instrument 43-101 report ("NI 43-101") with measured and indicated resources, the Company shall have the irrevocable right to purchase up to 75% (being 1.5% of the 2.0%) of the Silver Range Royalty as follows:

- $250,000 for each 0.5% interest in the Silver Range Royalty if the NI 43-101 measured and indicated gold resource is less than 1.0 million ounces of gold or gold equivalent; or
- $500,000 for each 0.5% interest in the Silver Range Royalty if the NI 43-101 measured and indicated gold resource is greater than 1.0 million ounces of gold or gold equivalent.

Government Grant
During the year ended December 31, 2021, the Company received a grant of $187,000 from the Government of the NWT's 2021-2022 Mining Incentive Program.

(b) Camp and Slemon Gold Properties

During November 2017, the Company staked open ground at the Camp Gold and Slemon Gold properties in the NWT. Camp Gold and Slemon Gold are located approximately 10 km and 20 km, respectively, northwest of Cabin Gold. On July 24, 2018, the Company received a five-year land use permit for exploration at Camp and Slemon Gold from the Government of the NWT, the Wek'eezhii Land and Water Board, and the Mackenzie Valley Land and Water Board.

(c) Up Town Gold Property

i. Original Option Agreement

On September 9, 2016 (the "Effective Date"), the Company entered into an agreement (the "Agreement" as amended on August 15, 2017, April 6, 2018, September 5, 2018, February 18, 2020, December 4, 2020, and March 18, 2021 with Silver Range and Panarc Resources Ltd. ("Panarc") to grant the Company an option to earn up to a 100% interest in the Up Town Gold Property (the "Property"). The Property is a high-grade Archean lode gold prospect adjoining the Giant Mine in Yellowknife, Northwest Territories. The Property consists of six claims and borders the west side of the Giant Mine leases. On December 4, 2020, the Company amended the Property Agreement with Silver Range and Panarc. The amendment extends the deadlines of property payment and exploration expenditures (see below).

The Agreement consists of the following options:

- "First Option" refers to the sole and exclusive right and option to acquire up to 75% undivided interest in the Property;
- "Second Option" refers to the sole and exclusive right and option to acquire up to 25% undivided interest in the Property.

The Agreement and First Option will terminate if the Company doesn't complete all of the following within the relevant time period:

- Complete all of the following expenditure on the Property within the relevant time period:
    - $350,000 by the first anniversary of the Effective Date (milestone complete);
    - $500,000 by December 31, 2021 ($850,000 cumulative total), as amended on March 18, 2021 (milestone complete); and
    - $1,250,000 by December 31, 2022, ($1,600,000 cumulative total), as amended on March 18, 2021.

(Expressed in Canadian dollars, except where noted)

NOTE 6 – EXPLORATION AND EVALUATION ASSETS (continued)

(c) Up Town Gold Property (continued)

- Pay the following amounts and issue the following shares to Silver Range:
  - 7.5% of the outstanding common shares on a fully diluted basis, as at the Effective Date of the Agreement (payment complete);
  - $30,000 by March 9, 2017 (payment complete);
  - $60,000 by the first anniversary of the Effective Date (payment complete);
  - $45,000 by the second anniversary of the Effective Date (payment complete);
  - $45,000 by April 30, 2019 (payment complete); and
  - $120,000 by June 30, 2021, as amended on March 18, 2021 (payment completed by First Option Assignee, per below).

Once the First Option is fully exercised, the Company shall be deemed to have granted to Silver Range the Second Option, and the Company can exercise the Second Option by issuing Silver Range 2,500,000 common shares of the optionee.

On August 23, 2021, Arctic Fox Minerals Corp. (formerly "Melius Capital Corp") ("Arctic Fox") made the final $45,000 payment (towards the $120,000 total above) in regards to the Up Town Gold First Option Assignment.

ii. Assignment Agreement

On June 3, 2021 the Company entered into the definitive assignment agreement with Arctic Fox for the Up Town Gold Property. The Company received total consideration of $350,000, consisting of initial deposit upon signing of $50,000 and $300,000 in Arctic Fox shares at the definitive closure date. As a result, the Company recorded a loss of $213,711 on the sale of the Property.

Consideration received	$
Investment – Arctic Fox shares (3,000,000 shares at $0.10 per share)[1]	300,000
Deposit received and applied	50,000
	350,000
Exploration asset disposed	
Uptown Gold - carrying value	563,711
Loss on disposal of exploration asset	**(213,711)**

1. *The investment in Arctic Fox is carried at its fair value of $300,000, noting that the most recent equity transaction was a private placement at $0.10 per share (no change since the definitive agreement).*

The First Option Assignment calls for:

- Rover Metals to receive $350,000 in up front compensation from Arctic Fox upon achieving the closing milestones of the Agreement ($50,000 on signing and $300,000 on closing) (payments completed by Arctic Fox)[1]
- Rover Metals is to assign the First Option of the Up Town Gold Option Agreement to Arctic Fox;
- Arctic Fox is to assume all existing cash payment deadlines and claim renewal and mining lease conversion payments and work commitment deadlines in relation to mining lease conversions as required under the First Option of the Up Town Gold Option Agreement;
- Rover Metals is to retain the right to acquire the Second Option (the right to acquire a 25% interest in the property at a future date);
- If Rover Metals is to exercise its right to the Second Option, then Rover Metals and Arctic Fox will come to negotiate terms of a joint venture; and
- If Arctic Fox were to drop the First Option, then the First Option shall be re-assigned back to Rover Metals (free and clear of any liabilities of the Company to Arctic Fox).
- Silver Range, the title holder and Optionee of the property, has provided its consent to the assignment.

1. *The $300,000 is an equity payment in Arctic Fox and has been recorded as an investment on the Company's consolidated statement of financial position (see below).*

(Expressed in Canadian dollars, except where noted)

NOTE 6 – EXPLORATION AND EVALUATION ASSETS (continued)

(c) Up Town Gold Property (continued)

Royalty payments will be performed by both the Arctic Fox and Silver Range if the First Option is exercised and a Joint Venture formed, or if both the First and Second Options are exercised. Royalty interest will be a 2% net smelter return royalty; and is buyable down to 1% for $1,000,000, with advance payments of Royalties for $50,000 per annum starting on the 5th anniversary of the Effective Date of the Agreement.

(d) Toquima Property letter of intent

On April 10, 2019, the Company entered into a non-binding letter of intent (the "Toquima LOI") to acquire the Toquima silver project from Centennial Mining Inc. in central Nevada, USA (the "Toquima Project"). All advance payments under the Toquima LOI were capitalized to prepaid expenses and acquisition deposits. On April 30, 2020, the Company announced that it terminated the Toquima LOI. As a result of the termination the USD$25,000 ($33,973) non-refundable advance was expensed, USD$4,600 ($6,625) was recovered and the remainder of the acquisition deposits totaling USD$70,400 ($94,371) was impaired due to collection risk. The impairment was recorded in other expenses in the statements of loss and comprehensive loss for the year ended December 31, 2020.

On May 14, 2021, the Company recovered USD $75,983 ($92,008) of the acquisition deposits that were previously impaired (during the year ended December 31, 2020) and recorded the $92,008 as Other Income in the statements of loss and comprehensive loss for the year ended December 30, 2021.

The acquisition deal costs impairment and refund during the years ended December 31, 2021 and 2020 are summarized below:

	December 31, 2021	December 31, 2020
	$	$
Forfeiture of non-refundable deposit	**-**	(33,973)
Impairment of acquisition deal costs	**-**	(94,371)
Refund of acquisition deal costs	**92,008**	-
	92,008	(128,344)

(e) Tobin Gold Property letter of intent

On November 12, 2021, the Company signed a letter of intent (the “Tobin Gold LOI”), with the intent to acquire the Tobin Gold project from Gold Play LLC. in north Nevada, USA (the “Tobin Gold Project”). The Tobin Gold project is in the Battle Mountain, NV, range and exhibits the potential to be a Carlin gold deposit. The Tobin Gold LOI called for an up-front advance royalty payment. All advance minimum royalty payments under the Tobin Gold LOI have been capitalized to exploration and evaluation assets. Subsequent to year end, on January 1, 2022, the Company signed a definitive purchase agreement with Gold Play LLC for the 100% acquisition of the Tobin Gold Project (Note 15).

(Expressed in Canadian dollars, except where noted)

NOTE 7 – EQUIPMENT

	Equipment
	$
Cost	
As at December 31, 2019 and 2020	-
Additions	132,350
As at December 31, 2021	**132,350**
Accumulated amortization	
As at December 31, 2019 and 2020	-
Amortization	12,725
As at December 31, 2021	**12,725**
Carrying amounts	
As at December 31, 2020	-
As at December 31, 2021	**119,625**

During the year ended December 31, 2021 the Company recorded $12,725 (2020 - $nil) in amortization to the Cabin Gold Property (Note 6).

NOTE 8 – LOAN PAYABLE

Due the global COVID-19 outbreak, the federal government of Canada introduced the Canada Emergency Benefit Account ("CEBA"). CEBA provides an interest-free loan ("CEBA Loan") of $40,000 to eligible businesses. The CEBA Loan has an initial term that expires on December 31, 2022, throughout which, the CEBA Loan remains interest free. Repayment of $30,000 by December 31, 2022, results in a $10,000 loan forgiveness. If the balance is not paid prior to December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest, paid monthly effective January 1, 2023. The full balance must be repaid by no later than December 31, 2025. On August 28, 2020, the Company received a $40,000 CEBA loan from the Government. As of December 31, 2021, the Company, as a venture issuer with going concern risk that relies on equity and debt financing, is not reasonably assured that the Company will repay the loan by December 31, 2022 and benefit from the loan forgiveness, hence the Company has not recognized the loan forgiveness as grant income.

Pursuant to IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, the benefit of a government loan at below - market rate is treated as a government grant and measured in accordance with IFRS 9, Financial Instruments. The benefit of below - market rate shall be measured as the difference between the initial carrying value of the loan (being the present value of a similar loan at market rates) and the proceeds received. The Company has estimated the initial carrying value of each CEBA loan at $29,547, using a discount rate of 13%, which was the estimated rate for a similar loan without the interest - free component, which shall be accreted to the $40,000 face value over the term of the loan. The difference of $10,453 is recorded as Deferred income, which shall be recognized as interest income over the term of the loan.

During the year ended December 31, 2021, the Company recorded $4,263 (2020 - $1,338) of interest expense on the CEBA loan payable and $4,263 (2020 - $1,338) of interest income on the deferred income liability.

NOTE 9 – SHARE CAPITAL AND RESERVES

(a) Authorized

Unlimited number of voting common shares without par value.

NOTE 9 – SHARE CAPITAL AND RESERVES (continued)

(b) Issued share capital

As at December 31, 2021, 117,609,372 common shares were issued and outstanding (December 31, 2020 - 77,154,908).

(c) Share issuances

Year ended December 31, 2021:

- On January 18 and 26, 2021, pursuant to a non-brokered private placement, the Company closed two tranches of its $0.10 unit financing (the "$0.10 Unit Financing - Q1 2021") for gross proceeds of 1,277,500 (12,775,000 common shares). Each unit is comprised of one common share and one common share purchase warrant (“warrant”). The warrants have an exercise price of $0.15 and a life of two years. Finders’ cash commissions of $4,720 and 725,200 finders’ warrants were paid and issued, respectively, in connection with the $0.10 Unit Financing and were recorded as share issuance costs in the consolidated statement of equity. The $481,703 fair value of these warrants and $23,713 fair value of the finders’ warrants was determined using the Black Scholes model (assumptions in Note 9(d)).

- On January 26, 2021, pursuant to shares for services agreements with certain consultants for services provided in Q4-2020, the Company settled trade payables of $27,500 via the issuance of 71,429, 62,500 and 150,000 common shares at $0.105, $0.08 and $0.10 per common share, respectively, totaling 283,929 common shares with a fair value of $27,500. There was no gain or loss on these transactions.

- On June 1 and 17, 2021, pursuant to a non-brokered private placement, the Company closed two tranches of its $0.10 unit financing (the "$0.10 Unit Financing - Q2 2021") for gross proceeds of $2,425,000 (24,250,000 common shares). Each unit is comprised of one common share and one warrant. The warrants have an exercise price of $0.15 and a life of two years. Finders’ cash commissions of $135,252 and 1,352,021 finders’ warrants were paid and issued, respectively, in connection with the $0.10 Unit Financing and were recorded as share issuance costs in the consolidated statement of equity. The $1,099,929 fair value of these warrants and $59,248 fair value of the finders’ warrants was determined using the Black Scholes model (assumptions in Note 9(d)).

- On September 9, 2021, pursuant to shares for services agreements with certain consultants for serviced provided in Q1 & Q2-2021, the Company settled trade payables of $37,500 via the issuance of 264,705 and 154,346 common shares at $0.085 and $0.097 per common share, respectively, totaling 419,051 common shares with a fair value of $37,500. There was no gain or loss on these transactions.

- On November 4, 2021, the Company raised a non-brokered flow-through unit financing (the “Units”) for $200,000. Each Unit is priced at $0.08 and is comprised of one common share and one-half (1/2) of a common share purchase warrant (the “$0.08 Flow-through unit financing”). The warrants have an exercise price of $0.12 per warrant share, and a life of two years and four months. There was 2,500,000 common shares and 1,250,000 common share purchase warrants issued in connection with this financing. The $34,223 fair value of these warrants was determined using the Black Scholes model. Additionally, a $2,707 flow-through share liability was recorded for this issuance (Note 9(f)).

- On November 9, 2021, pursuant to shares for services agreements with certain consultants for service provided in Q3-2021, the Company settled trade payables of $15,000 via the issuance of 226,484 common shares at $0.066 per common share, with a fair value of $15,000. There was no gain or loss on these transactions.

NOTE 9 – SHARE CAPITAL AND RESERVES (continued)

(c) Share issuances (continued)

Year ended December 31, 2020:

- On January 29, 2020, the Company closed the first tranche of its amended $0.06 unit financing (the "Amended $0.06 Unit Financing") for gross proceeds of $64,700 issuing 1,078,333 units, of which $34,700 was in share subscription deposits as at December 31, 2019. Each unit is comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.12 for a period of five years from the date of issuance, with an acceleration clause if the Company's shares trade at $0.15 per share for five consecutive trading days. The $41,697 fair value of these warrants was determined using the Black Scholes model (assumptions in Note 9(d)).

- On April 24, 2020, the Company received subscription deposits and closed the second and final tranche for gross proceeds of $50,000 under the Amended $0.06 Unit Financing issuing 833,334 units. Each unit is comprised of one common share and common share purchase warrant, and each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.12 for a period of five years from the date of issuance, with an acceleration clause if the Company's shares trade at $0.15 per share for five consecutive trading days. The $31,796 fair value of these warrants was determined using the Black Scholes model (assumptions in Note 9(d)).

- On July 3, 2020, the Company settled $157,763 in trade accounts payables through debt settlement agreements that resulted in the issuance of 2,412,850 common shares at a price of $0.035 per common share with a fair value of $84,450. Officers ($44,856) Advisors ($14,000) of the Company account for $58,856 of the fair value of shares issued, or 1,681,600 common shares, while the remaining shares for debt settlements fair value of $25,594 relate to arm's length vendors. Pursuant to these shares for debt settlements, the Company recognized $73,313 in other income.

- On August 28, September 4 and September 21, 2020, the Company closed three tranches, respectively, of its $0.06 unit financing (the "Q3-2020 Unit Financing") for gross proceeds of $1,210,000. Each unit is comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.12 for a period of two years from the date of issuance, and include an acceleration clause if the Company's common shares trade at $0.20 per common share for five consecutive days. The $629,586 fair value of these warrants was determined using the Black Scholes model (assumptions in Note 9(d)). Pursuant to the Q3-2020 Unit Financing, the Company paid cash commissions of $92,508 and issued 1,541,693 finders' warrants at an exercise price of $0.12 per warrant share, a life of two years, with an acceleration clause if the Company's common shares trade at $0.20 per common share for five consecutive days. The $55,710 fair value of these warrants was determined using the Black-Scholes model (assumptions in Note 9(d)).

- On November 17, 2020, the Company settled accounts payable of $10,000 with one of the Company's business development advisors by the issuance of 137,189 common shares.

(Expressed in Canadian dollars, except where noted)

NOTE 9 – SHARE CAPITAL AND RESERVES (continued)

(d) Warrants

The following table summarizes the common share purchase warrants issued and outstanding as at December 31, 2021:

Expiry Date	Exercise Price	Balance December 31, 2020	Granted	Expired / Terminated	**Balance December 31, 2021**
August 28, 2022	$0.12	4,583,334	-	-	**4,583,334**
September 3, 2022	$0.12	5,832,000	-	-	**5,832,000**
September 18, 2022	$0.12	11,293,025	-	-	**11,293,025**
January 18, 2023	$0.15	-	10,075,000	-	**10,075,000**
January 26, 2023	$0.15	-	3,425,200	-	**3,425,200**
June 1, 2023	$0.15	-	10,737,800	-	**10,737,800**
June 17, 2023	$0.15	-	14,864,221	-	**14,864,221**
March 4, 2024	$0.12	-	1,250,000	-	**1,250,000**
August 23, 2024	$0.12	5,133,351	-	-	**5,133,351**
January 29, 2025	$0.12	1,078,333	-	-	**1,078,333**
April 24, 2025	$0.12	833,334	-	-	**833,334**
Total		28,753,377	40,352,221	-	**69,105,598**
Weighted Average Exercise Price		$0.12	$0.15	$0.00	**$0.14**

The following table summarizes the common share purchase warrants issued and outstanding as at December 31, 2020:

Expiry Date	Exercise Price	Balance December 31, 2019	Granted	Expired / Terminated	**Balance December 31, 2020**
June 15, 2020	$0.20	8,993,093	-	(8,993,093)	**-**
June 15, 2020	$0.50	10,039,800	-	(10,039,800)	**-**
June 15, 2020	$0.56	519,985	-	(519,985)	**-**
August 28, 2022	$0.12	-	4,583,334	-	**4,583,334**
September 3, 2022	$0.12	-	5,832,000	-	**5,832,000**
September 18, 2022	$0.12	-	11,293,025	-	**11,293,025**
August 23, 2024	$0.12	5,133,351	-	-	**5,133,351**
January 29, 2025	$0.12	-	1,078,333	-	**1,078,333**
April 24, 2025	$0.12	-	833,334	-	**833,334**
Total		24,686,229	23,620,026	(19,552,878)	**28,753,377**
Weighted Average Exercise Price		$0.31	$0.12	$0.36	**$0.12**

As at December 31, 2021, the weighted average remaining contractual life of the warrants is 1.28 years (December 31, 2020 – 2.21 years). During the year ended December 31, 2021, the expiry of warrants resulted in a $nil (year ended December 31, 2020 - $541,028) reclass to contributed surplus from warrant reserve.

Using a Black Scholes valuation model, the Company calculated the fair value of the warrants issued during the years ended December 31, 2021 and 2020, respectively, using the following weighted-average inputs, as applicable:

	December 31, 2021	December 31, 2020
Life	**2.01 years**	2.24 years
Expected volatility	**100.00%**	90.00%
Expected dividend yield	**-**	-
Risk-free rate	**0.30%**	0.30%
Market price	**$0.10**	$0.08

NOTE 9 – SHARE CAPITAL AND RESERVES (continued)

(d) Incentive stock options

During the year ended December 31, 2021, the Company had the following incentive stock options transactions:

- On January 1, 2021, the Company granted 350,000 stock options to an advisor of the Company. Each option has a four-year life, vesting quarterly, with varying exercise prices ranging from $0.125 per option to $0.20 per option. The fair value of these options was $19,862 ($0.057 per option) and was recognized as a share-based payment expense.

- On January 6, 2021, the Company granted 400,000 stock options to a director of the Company. Each option has a four-year life, vesting monthly over 10 months and has an exercise price of $0.12 per option. The fair value of these options was $32,872 ($0.082 per option) and was recognized as a share-based payment expense.

- On March 1, 2021, the Company granted 250,000 stock options to a consultant of the Company. Each option has a four-year life, vesting monthly over 4 months and has an exercise price of $0.10 per option. The fair value of these options was $13,011 ($0.052 per option) and was recognized as a share-based payment expense.

- On March 15, 2021, the Company granted 175,000 stock options to a consultant of the Company. Each option has a four-year life, vesting monthly over 4 months and has an exercise price of $0.12 per option. The fair value of these options was $8,004 ($0.046 per option) and was recognized as a share-based payment expense.

- On August 4, 2021, the Company granted 700,000 stock options to an advisor of the Company. Each option has a four-year life, vesting quarterly over 4 quarters, with varying exercise prices ranging from $0.125 per option to $0.20 per option. The fair value of these options was $31,911 ($0.046 per option) and was recognized as a share-based payment expense.

- On August 4, 2021, the Company granted 52,400 stock options to a consultant of the Company. Each option has a four-year life, vesting immediately and has an exercise price of $0.15 per option. The fair value of these options was $2,438 ($0.047 per option) and was recognized as a share-based payment expense.

- On October 6, 2021, the Company granted 400,000 stock options to members of its marketing team pursuant to the Company's 10% rolling stock option plan. The options have the following terms: (1) 300,000 options fully vested at grant with a $0.12 exercise price and a life of four years; and (2) 100,000 options fully vested at grant with a $0.15 exercise price and a life of four years. The fair value of these options was $16,498 ($0.041 per option) and was recognized as a share-based payment expense.

- On November 16, 2021, the Company granted 350,000 stock options to an advisor of the Company. Each option has a four-year life, vesting monthly over 12 months, and has an exercise price of $0.06 per option. The fair value of these options was $17,527 ($0.05 per option) and was recognized as a share-based payment expense.

During the year ended December 31, 2020, the Company had the following stock options transactions:

- On July 29, 2020, the Company granted options for 900,000 common shares to certain directors of the Company at an exercise price of $0.075, with a four-year life, which vested immediately.

- On August 6, 2020, the Company granted options for 350,000 common shares at an exercise price of $0.080, with a four-year life, which vests monthly over four months, to financial advisors of the Company.

- On August 26, 2020, the Company granted options for 300,000 common shares at an exercise price of $0.075, with a four-year life, which vested immediately, to a business development advisor of the Company.

- On September 24, 2020, the Company granted options for 300,000 common shares at an exercise price of $0.085, with a four-year life, which vested immediately, to the CFO (defined below) of the Company.

(Expressed in Canadian dollars, except where noted)

NOTE 9 – SHARE CAPITAL AND RESERVES (continued)

(e) Incentive stock options (continued)

- On September 24, 2020, the Company granted various options including for 1,000,000 common shares at various exercise prices: 250,000 common shares at an exercise price of $0.100, 250,000 common shares at an exercise price of $0.120, and 500,000 common shares at an exercise price of $0.150, all of which vested immediately. The options were granted to the Company's financial advisors.

Shareholders of the Company approved a ten percent of all issued common shares rolling incentive stock option plan. The following table summarizes the common share incentive stock option transactions issued and outstanding for the years ended December 31, 2021 and 2020:

	Year ended December 31, 2021		Year ended December 31, 2020	
	Number	**Weighted Average Exercise Price**	Number	Weighted Average Exercise Price
	#	$	#	$
Balance outstanding, beginning of year	6,942,679	0.12	4,092,679	0.13
Granted	2,677,400	0.13	2,850,000	0.09
Balance outstanding, end of year	**9,620,079**	**0.12**	**6,942,679**	**0.12**
Balance exercisable, end of year	**8,861,746**	**0.12**	**6,942,679**	**0.12**

For the year ended December 31, 2021, the Company recorded stock-based compensation of $123,618 (December 31, 2020 - $143,605).

Using a Black Scholes valuation model, the Company calculated the fair value of the options issued to be $142,124 and $138,022 for the years ended December 31, 2021 and 2020, respectively, using the following weighted-average inputs:

	December 31, 2021	December 31, 2020
Risk-free interest rate	**0.74%**	0.29%
Expected life of options	**4.00**	4.00 years
Annualized volatility [1]	**100.00%**	90.00%
Dividend rate	**-**	-

1. Expected volatility was determined by reference to historical volatility of similar entities over the life of the options issued.

(f) Flow-through shares

Flow-through share arrangements involve resource expenditure deductions for income tax purposes which are renounced to purchasers of common shares in accordance with income tax legislation. Each flow-through share entitles the holder to a 100% tax deduction in respect of qualifying Canadian Exploration Expenses ("CEE") as defined.

The value of the flow-through share liability was determined using the residual value method, after determining the fair value of the common shares and common shares purchase warrants attached to the November 4, 2021 $0.08 Flow-through share unit financing. The flow-through share unit financing premium was valued at $0.001 per unit, and correspondingly established a flow-through share liability value at $2,707 on inception.

On December 31, 2021, the Company renounced its resource expenditures associated with 2021 flow-through shares and recognized $2,707 of amortization income.

(Expressed in Canadian dollars, except where noted)

NOTE 10 – RELATED PARTY TRANSACTIONS

(a) Related party transactions

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

The Company incurred charges to directors and officers, or to companies associated with these individuals, which are included in the following categories, during the years ended December 31, 2021 and 2020 as follows:

	December 31, 2021	December 31, 2020
	$	$
Administrative fees	**239,500**	189,750
Stock-based compensation [1]	**45,882**	58,952
Professional fees	**51,407**	41,000
	336,789	289,702

1. *Related party stock-based compensation includes management and directors.*

Management consulting fees are paid to companies controlled by the Chief Executive Officer ("CEO"), the President, the Chief Financial Officer ("CFO"), the former Chief Operating Officer, and the former Vice President of Exploration.

(a) Related party transactions

During the year ended December 31, 2021, the Company settled $80,000 of trade payables with related parties (2020 - $101,200) through the issuance of common shares.

During the year ended December 31, 2021 there were private placement share purchases of $66,983 with related parties (December 31, 2020 - $250,788).

(b) Related party balances

As at December 31, 2021 and 2020, the Company owed $109,073 (including taxes) and $113,397 (including taxes) respectively, to related parties for services rendered and business expense reimbursements. These balances are non-interest bearing and payable on demand.

NOTE 11 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair value of financial instruments

As at December 31, 2021 and 2020, the Company's financial instruments consist of cash, restricted cash, and accounts payable, accrued liabilities and loan payable. Cash, sales tax receivable and restricted cash are measured at amortized cost. Accounts payable, accrued liabilities and loan payable are measured at amortized cost.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

NOTE 11 – FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

(a) Fair value of financial instruments (continued)

The three levels of hierarchy are:

Level 1 – Quoted prices in active markets for identical assets or liabilities;

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

Level 3 – Inputs for the asset or liability that are not based on observable market data.

As at December 31, 2021, the Company believes that the carrying values of cash, prepaid expenses and acquisition deposits, sales tax receivable, restricted cash, accounts payable and accrued liabilities and loan payable approximate their fair values because of their nature and relatively short maturity dates or durations.

(b) Financial instruments risk

The Company's financial instruments are exposed in varying degrees to a variety of financial risks. The Board of Directors approves and monitors the risk management processes:

i. Credit risk

Credit risk exposure primarily arises with respect to the Company's cash and receivables. The risk exposure is limited because the Company places its instruments in banks of high credit worthiness within Canada and continuously monitors the collection of other receivables.

ii. Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to settle obligations and liabilities when they become due. As at December 31, 2021, the Company had cash of $642,772 and a working capital of $205,866 with total liabilities of $706,870.

iii. Market risk

a. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. A change of 100 basis points in the interest rates would not be material to the consolidated financial statements.

b. Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rates. Assuming all other variables constant, an increase or a decrease of 10% of the U.S. dollar against the Canadian dollar, the net loss of the Company and the equity for the year ended December 31, 2021 would have varied by a negligible amount.

c. The Company had no hedging agreements in place with respect to foreign exchange rates.

(Expressed in Canadian dollars, except where noted)

NOTE 12 – CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The management of the capital structure (share capital) is based on the funds available to the Company in order to support the acquisition, exploration and development of mineral properties and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities, issue debt instruments or return capital to its shareholders. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets.

NOTE 13 – COMMITMENTS AND CONTINGENCIES

The Company does not have any future operating commitments at December 31, 2021, while the only undiscounted liabilities include accounts payable and accrued liabilities (which are due within one year), deferred income and the CEBA loan payable which is expected to be repaid within 2 years time, which together total $706,870 as at December 31, 2021 (December 31, 2020 – $488,650). As at December 31, 2021, the Company had issued a letter of credit in the amount of $117,277 (December 31, 2020– $117,277) in regard to one of its exploration permits bonds.

NOTE 14 – INCOME TAXES

Income tax expense differs from the amount that would result by applying the combined Canadian federal and provincial income tax rates to net income before income taxes. The statutory rate in Canada was 27% for the year ended December 31, 2021 (December 31, 2020– 27%).

	December 31, 2021	December 31, 2020
	$	$
Loss before income taxes	**1,675,511**	811,350
Combined federal and provincial statutory income tax rates	**27%**	27%
Income tax recovery at statutory rates	**(452,388)**	(219,065)
Non-deductible differences	**33,302**	87,511
Impact of flow through shares	**54,000**	-
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	**222,124**	-
Change in unrecognized deductible temporary differences	**142,962**	131,554
Total income tax recovery	**-**	-

(Expressed in Canadian dollars, except where noted)

NOTE 14 – INCOME TAXES (continued)

Deductible temporary differences

The components of the Company's unrecognized deferred tax assets are as follows as at December 31, 2021 and 2020:

	December 31, 2021	December 31, 2020
	$	$
Deferred income tax assets		
Non-capital losses available for future periods	**1,198,969**	517,778
Share issuance costs	**45,612**	21,236
Property and equipment	**3,436**	-
Listing and share capital costs	**164,937**	166,950
Mineral resource properties	**73,824**	-
	1,486,778	705,964
Less: unrecognized deferred tax assets	**(1,486,778)**	(705,964)
Deferred income tax asset	**-**	-

The Company has non-capital losses, for which deductions against future taxable income are uncertain, of approximately $4.4 million (2020 - $2.2 million) which, if not utilized, will expire over 2030 through 2040.

Tax attributes are subject to review, and potential adjustment, by tax authorities.

NOTE 15 – SUBSEQUENT EVENTS

On January 1, 2022, Rover completed its acquisition of a 100% interest in the Tobin Gold Project, located in the Battle Mountain area of north central Nevada, to which the Company had advanced minimum royalty payments of $18,800 during the year-ended December 31, 2021 (Note 6(e)).

On January 11, 2022, Artic Fox Assignment Agreement was amended, and the Up Town Gold underlying Option Agreement was amended to extend the additional expenditure deadline of $750,000 by Arctic Fox from December 31, 2022 to the period between January 1 and June 30, 2023.

On February 2, 2022, the Company settled trade payables in the amount of $12,500 pursuant to common share for services agreements with two of its advisors. Under the terms of the shares for services agreements, the trade payables were settled through the issuance of 218,840 common shares.

On February 1, 2022, the Company granted 600,000 stock options to a consultant of the Company. The incentive stock options have been granted in three tranches as follows: 200,000 options with an exercise price of $0.06, 200,000 options with an exercise price of $0.075, and 200,000 options with an exercise price of $0.09.

On March 17, 2022, the Company closed the first tranche of a $0.05 unit financing for gross proceeds of $1,180,510 pursuant to a $0.05 unit non-brokered private placement (the "0.05 Unit Financing"). The first closing is comprised of $1,044,000 worth of $0.05 Units, and $136,510 worth of flow-through shares, resulting in the issuance of 23,362,000 common shares and 10,440,000 warrants. Each Unit is comprised of one common share, and one-half common share purchase warrant. The warrants have an exercise price of $0.075 and a life of three years. The flow-through shares were issued at a price of $0.055 per flow-through common share. Finders' cash commissions of $64,451 and 1,279,340 finders' warrants were paid and issued, respectively, in connection with this financing.

NOTE 15 – SUBSEQUENT EVENTS (continued)

On April 22, 2022, Rover raised an additional $467,500 under a second closing of the $0.05 Unit Financing through the issuance of a combination of $0.05 Units and $0.055 flow-through common shares. Proceeds of $412,500 were received from the sale of $0.05 Units and proceeds of $55,000 from the sale of $0.055 flow-through common shares, resulting in the issuance of 8,250,000 common shares, 4,125,000 common share purchase warrants, and 1,000,000 flow-through common shares. Finder's cash commissions of $13,125 and 255,500 of finder's warrants were paid in connection with the closing. The financing continues as of the date hereof.

CERTIFICATE OF THE COMPANY

June 15, 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

June 15, 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