A copy of this preliminary prospectus has been filed with the securities regulatory authority in the province of British Columbia, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute a public offering.

PRELIMINARY PROSPECTUS

NON-OFFERING PROSPECTUS **April 26, 2023**

AI CENTRIX RESOURCE HOLDINGS INC.
#406-2211 Wall Street, Vancouver, BC, V5L 1G4

No securities are being offered pursuant to this Prospectus

This preliminary non offering Prospectus (the "**Prospectus**") dated April 26, 2023, is being filed by AI Centrix Resource Holdings Inc. (the "**Corporation**") to qualify the Corporation's common shares (the "**Common Shares**") with the British Columbia Securities Commission ("**BCSC**") and in anticipation for listing on the Canadian Securities Exchange (the "**CSE**" or "**Exchange**").

The Corporation is a mineral exploration and development company focused on the acquisition and exploration of mineral properties. See "Business of the Corporation".

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

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

The Corporation has applied to list its Common Shares on the CSE. Listing will be subject to the Corporation fulfilling all the listing requirements of the CSE. The Corporation does not intend to apply for listing of any warrants or options of the Corporation on any securities exchange or for inclusion in any automated quotation system.

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

Prospective investors should rely only on the information contained in this Prospectus. The Corporation has not authorized anyone to provide investors with different information. The Corporation is not offering any securities under this Prospectus. Subject to the Corporation's obligations under applicable securities laws, the information contained in this Prospectus is accurate only as of the date of this Prospectus.

RISK FACTORS

An investment in the securities of the Corporation should be regarded as highly speculative, due to the nature of the Corporation's business and its formative stage of development. An investment in the securities of the Corporation should only be made by persons who can afford a significant or total loss of their investment. The Corporation is engaged in mineral exploration and development, the success of which cannot be assured. The Corporation has no history of earnings. The Corporation has no present intention to pay any dividends on its Common Shares. Purchasers must rely upon the ability, expertise, judgment, discretion, integrity, and good faith of the management of the Corporation. See "Risk Factors" and "Forward-Looking Information" for a discussion of factors that should be considered by prospective investors and their advisors in assessing the appropriateness of an investment in the Common Shares.

Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus has been or will have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Prospective investors should be aware that the acquisition or disposition of the securities described herein may have tax consequences in Canada. This Prospectus does not describe these tax consequences fully. You should consult and rely on your own tax advisor with respect to your own circumstances. See "Risk Factors".

HEAD OFFICE

The Corporation's head office and its registered and records office is located at #406-2211 Wall Street, Vancouver, BC, V5L 1G4.

FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements or information (collectively, "forward- looking statements") that relate to the Corporation's management's current expectations and views of future events. The forward-looking statements are contained principally in the sections of the Prospectus titled "Prospectus Summary", "Business of the Corporation", "Management's Discussion and Analysis", "Use of Available Funds" and "Risk Factors".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward looking statements. The Corporation has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the Corporation having sufficient working capital and be able to secure additional funding necessary for the exploration of the Corporation's property interests;
- expectations regarding the potential mineralization, geological merit and economic feasibility of the Corporation's projects;
- expectations regarding drill programs and the potential impacts successful drill programs could have on the life of the mine and the Corporation;
- mineral exploration and exploration program cost estimates;
- expectations regarding any environmental issues that may affect planned or future exploration programs and the potential impact of complying with existing and proposed environmental laws and regulations;
- expectations regarding revenue, expenses and operations;
- receipt and timing of exploration and exploitation permits and other third-party approvals;
- government regulation of mineral exploration and development operations;
- expectations regarding any social or local community issues that may affect planned or future exploration and development programs; and
- key personnel continuing their employment with the Corporation.

Forward-looking statements are based on certain assumptions and analysis made by the Corporation in light of its experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. Although the Corporation's management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers and current holders of the Corporation's securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors", which include, among others, risks related to:

- arbitrary price for securities;
- the Corporation's ability to acquire funding;
- limited operating history or revenue;

- risks inherent in the establishment of a new business enterprise;
- no known commercially viable mineral deposit;
- dependence on key personnel;
- being a small junior mineral exploration corporation in an industry dominated by many larger companies;
- access to supplies and materials;
- inherent dangers involved in mineral exploration;
- becoming subject to burdensome government regulation or other legal uncertainties;
- new mineral exploration companies having a high failure rate;
- fluctuations in metal prices;
- availability of capital in the future;
- the speculative nature of exploration and development properties;
- environmental and other risks;
- climate change;
- title to property issues;
- risks related to global financial uncertainty;
- the Corporation's ability to obtain and renew licenses and permits;
- risks inherent in acquisitions;
- dilution of the Corporation's Common Shares;
- share prices falling due to future sales by existing shareholders;
- the profitability of the Corporation;
- insurance and uninsured risks;
- indigenous land claims;
- dependent on information technology systems;
- the possibility of litigation;
- dependence on outside parties;
- risks related to possible fluctuations in revenues and results;
- potential conflicts of interest;
- force majeure;
- land reclamation requirements may be burdensome;
- health and safety compliance;
- competition;
- infrastructure remaining intact;
- trends, risks and uncertainties;
- risks related to market demands;
- fluctuation of stock exchange prices; and
- availability of a market for the Corporation's securities.

Although the forward-looking statements contained in this Prospectus are based upon what the Corporation's management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause the Corporation's actual results, performance, achievements and experience to differ materially from its expectations, future results, performances or achievements expressed or implied by the forward- looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk Factors".

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SUMMARY OF PROSPECTUS

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

The Corporation:	AI Centrix Resource Holdings Inc. *See "Corporate Structure*".
Business of the Corporation:	The Corporation is a mineral exploration and development company focused on the acquisition and exploration of mineral properties. The Corporation holds the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest in 2 mineral claims called the Sylvest Property, located in the Omineca Mining Division of the Province of British Columbia, and covers an area of 3,409.04 hectares, The property is located at a latitude of 55˚16' 43.4" N and longitude 124˚ 19' 45.2" W. The correlating UTM NAD 83 coordinates are 415565 easting and 6126614 northings within zone 10. The Property is situated within north central British Columbia on Sylvester Creek to the north of Chuchi Lake. It is also 91 kilometers north of the town of Fort St James, 178 km northwest of the city of Prince George, and 21 kilometers northwest of the Mount Milligan Mine, as more particularly set out in the Technical Report. The claim area is about 9.5 kilometers oriented in an east-west direction and 3.7 kilometers in the north-south direction. The Corporation is continuing to identify and potentially acquire additional property interests, assess their potential and engage in exploration activities in addition to proposing to explore the Sylvest Property for gold deposits. See "*Description of the Business*".
Directors and Executives:	Ron Ozols, Director, CEO Kyle Bergstrom, Director Jordan Romano, Director Cheuk Chung (Billy) Chan, Director Derrick Gaon, CFO, Corporate Secretary See "*Directors and Executive Officers".*
Listing:	The Corporation has applied to list its Common Shares on the CSE. The listing is subject to the Corporation fulfilling all of the requirements of the BCSC and CSE.
Risk Factors:	An investment in Common Shares should be considered to be highly speculative and involves significant risk due to the nature of the business in which the Corporation is engaged and the stage of development of the Corporation's properties, among other factors. An investment should only be considered by investors who can afford the total loss of their investment. A prospective investor in 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 Corporation. These risk factors which are listed below, together with all of the other information contained in this Prospectus, including information contained in the section entitled "Forward-Looking Information", should be carefully reviewed and considered before an investment in Common Shares is made. The risks listed below do not necessarily comprise all the risks faced by the Corporation. Risks include those related to: the Corporation's working capital and liquidity; the

availability of additional equity financing; the Corporation's ability to continue as a going concern; the nature of mineral exploration and mining; infrastructure; rights and claims of First Nations; competition; the Corporation's dependence on and performance of key personnel; global economic and financial markets; title matters; environmental risks and hazards; governmental regulation; permitting; the Corporation's lack of revenues and history of losses; commodity prices; insurance risk; conflicts of interest; the market price of the Common Shares; and option and joint venture agreements. See "*Risk Factors*".

Summary Financial Data:

The following selected financial information has been derived from and is qualified in its entirety by the Interim Financial Statements (Auditor Reviewed) and Audited Financial Statements included in this Prospectus and should be read in conjunction with such financial statements and the related notes thereto, along with the "Management Discussion and Analysis" included in this Prospectus. All financial statements of the Corporation are prepared in accordance with International Financial Reporting Standards ("**IFRS**").

	Annual Financial Statements for the Year Ended January 31, 2023 (Audited)	**Annual Financial Statements for the Year Ended January 31, 2022 (Audited)**
Revenue	Nil	Nil
Current Assets	260,595	438,733
Total Assets	310,595	466,031
Current Liabilities	2,500	6,779
Total Liabilities	2,500	6,779
Deficit	(170,111)	11,046
Net Loss per Common Share (basic and diluted)	(0.02)	0.00

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GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

“**BCBCA**” means the Business Corporations Act (British Columbia);

“**Board**” means the board of directors of the Corporation;

“**Claims**” means 2 claims, covering an area of 3,409 hectares;

“**Common Shares**” means the common shares in the capital of the Corporation;

“**Corporation**” means AI Centrix Resource Holdings Inc. a company incorporated under the laws of British Columbia;

"**CSE**" or “**Exchange**” means the Canadian Securities Exchange;

“**Escrow Agen**t” means Endeavour Trust Corporation at its office located at #702 – 777 Hornby Street, Vancouver, British Columbia V6Z 1S4;

“**Financial Statements**” means the audited financial statements of the Corporation for the period ended January 31, 2023 and January 31, 2022, as applicable;

“**IFRS**” means the International Financial Reporting Standards;

"**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

“Insider” If used in relation with an issuer, means:

a. a director or officer of the issuer;

b. a director or officer of the company that is an insider or subsidiary of the issuer;

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

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

“**Listing**” means the proposed listing of the Common Shares on the CSE for trading;

“**MD&A**” means the management’s discussion and analysis of the Corporation for the year ended January 31, 2023 and January 31, 2022;

“**NEO**” means a named executive officer of the Corporation, as defined in the Canadian Securities Administrators’ National Instrument 51-102F6 - Statement of Executive Compensation;

“**NI 43-101**” means the Canadian Securities Administrators’ National Instrument 43-101 – Standards of Disclosure for Mineral Projects;

“**NI 52-110**” means the Canadian Securities Administrators’ National Instrument 52-110 – Audit Committees;

"**NI 58-101**" means the Canadian Securities Administrators' National Instrument 58-101 – Disclosure of Corporate Governance Practices;

"**Optionor**" means Richard Josef Haslinger Jr.;

"**Plan**" means the Corporation's incentive stock option plan dated February 19, 2021;

"**Prospectus**" means the preliminary or final prospectus, as the case may be, of the Corporation;

"**Tax Act**" means the Income Tax Act (Canada) and the regulations thereunder;

"**Technical Report**" means the report prepared for the Corporation by Kristian Whitehead, P.Geo., dated July, 16, 2022, entitled Technical Report on the Sylvest Property, Sylvester Creek, Mount Milligan Mine Area, Omineca Mining Division, British Columbia, Canada, for the Corporation;

"**Transfer Agent**" means Endeavor Trust Corporation., in its capacity as registrar and transfer agent of the Common Shares.

ABBREVIATIONS

Unless the context otherwise requires, technical terms or abbreviations not otherwise defined in this Prospectus have the following meanings when used in this Prospectus and Technical Report:

NTS	National Topographic System
UTM	Universal Transverse Mercator (geographical coordinate system)
Archean	A geological period extending from 4,000 to 2,500 million years ago
Proterozoic	A geological period extending from 2,500 to 540 million years ago
Amphibolite	A metamorphic rock that contains amphiboles; on the property, it represents a metamorphosed basalt.
Granitoid	Coarse-grained plutonic rock similar to a granite that is predominantly composed of feldspar and quartz
Gossan	Intensely oxidized, weathered or decomposed rock, usually in the upper part of a mineralized occurrence
Keating coefficient	Utilize a simple pattern recognition technique to locate magnetic anomalies that resemble the response of a modelled kimberlite pipe.
Kimberlite	Rock formation that may contain diamonds
Mylonite	Fine-grained, compact rock produced by dynamic recrystallization of the constituent minerals
Terrane	A fragment of crustal material formed on, or broken off from, one tectonic plate and accreted or sutured to crust lying on another plate
Molybdenite	MoS2, one of the main minerals of molybdenum
Py	Pyrite

Cpy	Chalcopyrite
Hem	Hematite
Cu	Copper
Pb	Lead
Zn	Zinc
Fe	Iron
ppb	Parts per billion
ppm	Parts per million
Py	Pyrite
Cpy	Chalcopyrite
Hem	Hematite
Cu	Copper
Grade	
1,000 ppb =1 ppm 1 ppm = 1 g/t 31.1 g = 1 Troy ounce 10,000 ppm = 1%	

CURRENCY

In this Prospectus, unless otherwise indicated, all references to "$" or "dollars" refer to Canadian dollars.

CORPORATE STRUCTURE

The Corporation

The Corporation was registered and incorporated under the laws of the Province of British Columbia on February 19, 2021, as AI Centrix Technologies Corp. The Corporation changed its name to AI Centrix Resource Holdings Inc. on June 23, 2022. The Corporation's head office and its registered and records office is located at #406-2211 Wall Street, Vancouver, BC, V5L 1G4.

Intercorporate Relationships

As at the date of this Prospectus, the Corporation has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Introduction

The Corporation is a junior mineral exploration company focused primarily on the identification, acquisition, evaluation, exploration, discovery and development of mineral properties and deposits in Canada. The Corporation has the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest over a four-year period in 2 mineral claims in the Sylvest Property, located in the Omineca Mining Division, British Columbia, Canada at latitude of 55˚16' 43.4" N and longitude 124˚ 19' 45.2" W. The correlating UTM NAD 83 coordinates are 415565 easting and 6126614 northings within zone 10. The option on the Sylvest Property is the Corporation's primary asset. The Corporation's current objective is to focus on the exploration of the Sylvest Property. See "*Technical Report*"

History since Incorporation

The Corporation was incorporated February 19, 2021, as AI Centrix Technologies Corp. Mr. Ron Ozols was appointed as sole director, Chief Executive Officer, President, Chief Financial Officer and Corporate Secretary upon incorporation. Since Incorporation, the Corporation's primary focus has been to seek, explore and, if appropriate, develop mineral exploration properties.

On February 19, 2021 within the course of incorporation, the Company issued one common share for proceeds of $1.00 for the incorporation.

On February 20th, 2021, Mr. Ron Ozols resigned from his positions as CFO and Corporate Secretary and Mr. Derrick Gaon was appointed CFO and Corporate Secretary of the Company.

On April 6, 2022, an option agreement was completed, whereby the Corporation acquired the sole, immediate, exclusive and irrevocable option to acquire a 100% undivided interest in the Claims (the "**Option Agreement**") for a period of four years from the Effective Date (the "**Option Period**"), at the election of the Corporation. The Option will be exercised by the Optionee paying:

$1,000,000 in cash or a combination of cash and shares (the proportion of which shall be determined at the option of the Optionor, if notice is provided by the Optionor at up to 7 days before payment date); and incurring a minimum of $100,000 to be paid towards Expenditures on the property by the first anniversary of the Effective date and $80,000 by the second anniversary of the Effective Date, and $250,000 on or before the third anniversary of the Effective Date, and $1,000,000 on or before the fourth anniversary of the Effective Date, as follows: The Payments for both the Property Option Payments and the Minimum Payments toward Expenditures schedule is as follows:

Date	Payment of cash or cash and shares (the cash-equivalent in shares to be solely determined by the Optionor)	Minimum Payments for Property Expenditures incurred*
Within 90 days of Effective Date	$50,000	$40,000
On or before the first anniversary of Effective Date	$50,000	$60,000
On or before the second anniversary of Effective Date	$100,000	$80,000
On or before the third anniversary of Effective Date	$300,000	$250,000
On or before fourth anniversary date of Effective Date	$500,000	$1,000,000
TOTAL:	$1,000,000	$1,430,000

* The Minimum Expenditures by the Company shall be according to the table and shall be applied to the expenditures incurred on developing the Property to date as well as applied toward the cost of a phase 1 work program to be recommended in a 43-101 technical report.

Under the Option Agreement the Corporation is required to provide cash and/or cash-equivalent share payments totaling $1,000,000 over a period of 4 years and 4 months ending April 6, 2026. Of which the first and second payments of $50,000 Canadian Dollars each for a total of $100,000 Canadian Dollars has been paid. In addition, there is a requirement to spend the remaining $100,000 by the first anniversary date of which $97,637 has been spent and the remaining $2,363 is required to be spent by June 30, 2023 and an additional $80,000 is required to be spent by the second anniversary of the Option Agreement or by April 6, 2024. These expenditures shall be spent as per outlined by the Phase 1 work program of $109,500 on the Sylvest Property. The Company expects that the Phase 1 work program shall be fully completed as part of the Minimum Expenditures to be incurred on or before the third anniversary date of the Option Agreement.

In addition, under the Option Agreement, the Optionor is also entitled to a royalty consisting of two percent (2%) Net Smelter Royalty ("**NSR**") on all smeltable minerals or metal extracted from the Claims.

On June 17th, 2022, Mr. Billy Chan was appointed as Director of the Company.

On October 3rd, 2022, Mr. Jordan Romano was appointed as Director of the Company.

On November 3rd, 2022, Mr. Kyle Bergstrom was appointed as Director of the Company.

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CURRENT TECHNICAL REPORT

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WORKING CAPITAL AND EXPENDITURES FOR 12 MONTHS

As of the most recent month ended, March 31, 2023, the Corporation has approximately $180,420 in cash, and $220,785 in working capital.

The primary business objectives and milestones that the Company hopes to achieve through use of these funds include completing Phase 1 of the proposed exploration program as set out in the Technical Report and fulfilling cost requirements relating to the Company's application to list the Common Shares on the CSE. Specifically, the anticipated uses of the Company's estimated available funds available over the next 12 months, as well as the anticipated timelines for achieving certain business objectives in respect of such activities (where applicable), are set out in the table below:

Use of Funds	Estimated Cost for Twelve Month Period
Option Agreement Obligations and Expenditures to be applied to Exploration Budget outlined in Technical Report	$180,000(1)
Prospectus and CSE Listing Costs	$30,000(2)
Operating Expenses for 12 Months	$115,150(3)
Total	**$325,150**

Notes

(1) The Corporation is required to have expended $80,000 of the budgeted expenditures by Spring of 2024, which will be applied towards the Exploration Budget outlined in the Technical Report. The Corporation is also required to meet a $100,000 Option payment by April 6, 2024.

(2) Expected to be completed by July 2023.

(3) Estimated operating expenses for the next 12 months include the following: Consulting and Legal ($43,000), transfer agent exchange and filing fees ($17,400), and travel and miscellaneous contingencies ($12,000), audit fees (6,750), 1139179 ONTARIO Inc. for corporate services including general corporate secretarial, administration, bookkeeping and accounting ($36,000).

12 Month General and Administrative Expenses

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	563	6,750
Legal	1,500	18,000
Consulting Fees	2,083	25,000(1)
Corporate Services	3,000	36,000 (2)
Transfer Agent /Exchange & Filing Fees	1,450	17,400
Travel & Miscellaneous Contingencies	1,000	12,000
Total	**9,596**	**115,150**

(1) The Corporation does not have contracts with management; however it has budgeted to pay the CEO, Ron Ozols, $3,750 per quarter and the CFO, Derrick Gaon, $2,500 per quarter in management consulting fees. (2) a company owned by the CFO is expected to provide corporate services including general corporate secretarial, administration, bookkeeping and accounting services.

The Company's working capital available to fund ongoing operations is sufficient to meet administrative costs and exploration expenditures for at least twelve months. 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 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 the exploration program recommended under the Technical Report.

The Company's unallocated working capital will be available for further exploration work on the Property, if such work is warranted based on results from the exploration programs currently planned. It is the intention of the Company to remain in the mineral exploration business. Should the Property not be deemed viable, or if the Company's funds are not required for further work on the Property, those funds will be allocated to the acquisition, exploration or development of other properties.

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

Insufficient Proceeds

The working capital as displayed in the chart above may not be sufficient to accomplish the Corporation's proposed objectives and there is no assurance that alternative debt or equity financing will be available. If unforeseen events take place, there is no assurance that alternative financing will be available or, if available, may be obtained by the Corporation on commercially reasonable terms.

The Corporation intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if the Corporation is required to carry out due diligence investigations with regard to any prospective investment, or business opportunity, or if the costs of the Prospectus, or listing the Common Shares of the Corporation on the CSE are greater than anticipated.

Given that the Corporation is still in the exploration phase and has not earned any revenue since its inception, while the Corporation intends to spend its current working capital, as the case may be, as stated above, there may be circumstances where, for sound business reasons, a re- allocation of funds may be necessary or advisable. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds may vary significantly from the amount specified above, and will depend on many factors, including, but not limited to, those listed under the heading. See "*Risk Factors*".

In the future, the Corporation may pursue private placement debt or equity financing based upon its working capital needs from time to time, including without limitation, to fund future exploration of the Corporation's mineral property. However, there can be no assurance that such financing will be available or completed on terms that are favourable to the Corporation. The Corporation has historically generated negative cash flows and there is no assurance that the Corporation will not experience negative cash flow from operations in the future. See "*Risk Factors*".

Business Objectives and Milestones

The primary business objective of the Corporation is to explore for gold and to further develop the resource potential on the Sylvest Property. Assuming that the results from the Phase 1 exploration program are encouraging, the Corporation intends to conduct a follow-on exploration program to be determined by the findings of the Phase 1 exploration program (see "*Forward-Looking Information*").

The Corporation expects to accomplish the following objectives or milestones using the Corporation's current working capital.

Event	Time Frame
Phase I exploration program	Summer/Fall 2023/Spring 2024

See "*Forward-Looking Information*".

DIVIDENDS OR DISTRIBUTIONS

The Corporation has never declared or paid cash dividends or distributions on its Common Shares. The Corporation currently intends to retain any future earnings to fund the development and growth of its business and will pay dividends and/or distributions, if any, in the future as the Board sees fit.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Please see the MD&A of the Corporation for year ended January 31, 2023 in Schedule "B".

DESCRIPTION OF THE SECURITIES

The Corporation's authorized capital stock consists of an unlimited number of Common Shares of which 9,219,851 Shares are issued and outstanding as of the date of this Prospectus.

Common Shares

All Common Shares of the Corporation rank equally as to dividends, voting powers and participation in assets. All holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation, and to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Corporation's board of directors at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

As at the date of the Prospectus, the Corporation has no warrants issued.

CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of the Corporation as at the date of the Prospectus.

Description	Authorized	Outstanding as at the date of this Prospectus
Common Shares	Unlimited	9,219,851
Warrants	NIL	NIL
Options	NIL	NIL

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan dated February 19, 2021 (the "**Plan**"), and the Plan is the Corporation's only equity compensation plan. As of the date of this Prospectus, the Corporation has granted no options to purchase Common Shares or any other security of the Corporation.

The Plan is a stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The purpose of this Plan is to attract and retain Consultants, Employees, Officers and Directors and to motivate them to advance the interests of the Corporation by affording them the opportunity to acquire an equity interest in the Company through options granted under this Plan to purchase Common Shares.

The following information is intended to be a brief description and summary of the material features of the Plan.

(a) The exercise price of options granted under this Plan shall not be less than the market price of securities.

(b) the aggregate number of Shares which may be subject to issuance pursuant to options granted under this Plan shall not exceed 10% of the issued and outstanding Common Shares of the Corporation at the time the options are granted. The aggregate number of shares to be delivered upon the exercise of all options granted under this Plan shall not exceed the maximum number of shares permitted under the rule of any stock exchange on which Common Shares are then listed or other regulatory body having jurisdiction.

(c) The number of Common Shares reserved for issuance to any one person pursuant to options granted under this Plan shall not exceed 5% of the issued and outstanding Shares at the time of granting of the options.

PRIOR SALES

The following table contains details of the prior sales of Common Shares from inception of the Corporation to the date of this Prospectus:

Date	Number of Common Shares	Price CDN$	Gross Proceeds CDN$	Reason for Issue
January 31, 2023	140,000	$0.50	$70,000	Private Placement
January 31, 2022	640,000	$0.25	$160,000	Private Placement
January 19, 2022	1,439,850	$0.10	$143,895	Private Placement
November 15, 2021	4,800,000	$0.02	$96,000	Private Placement
September 20, 2021	2,200,000	$0.005	$11,000	Private Placement
February 19, 2021	1	$1.00	$1.00	Incorporation
Total	9,219,851			

Notes: (1) Based on the number of issued and outstanding Common Shares fully diluted as there are not warrants or options issued. The total amount of issued and outstanding shares as at the date of this Prospectus is 9,219,851. Please see "Consolidated Capital" and "Description of Securities" above.

On September 20, 2021, 2021, the first round of a non-brokered private placement financing closed, and the Company raised $11,000 via issuance of a total of 2,200,000 common shares at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

On November 15, 2021, the second round of a non-brokered private placement financing closed, and the Company raised $96,000 via issuance of a total of 4,800,000 common share at a value of $0.02 per common share. There were no fees paid in respect of the Private Placement.

On January 19, 2021, the third round of a non-brokered private placement financing closed and the Company raised $143,985 issued 1,439,850 common shares at a price of $0.10 per common share. There were no fees paid in respect of the Private Placement.

On January 31, 2022, the fourth round of a non-brokered private placement financing closed, and the Company raised $160,000 issued 640,000 common shares at a price of $0.25 per common share. There were no fees paid in respect of the Private Placement.

On January 31, 2023, the fifth round of a non-brokered private placement financing closed, and the Company raised $70,000 issued 140,000 common shares at a price of $0.50 per common share. There were no fees paid in respect of the Private Placement.

TRADING PRICE AND VOLUME

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

The Common Shares are not traded or quoted on a marketplace and there is currently no public market for the Common Shares. See “Risk Factors”.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The policies and notices of the CSE require that securities held by certain shareholders of the Corporation are required to be held in escrow in accordance with the escrow requirements set out in CSE Policy 2 – Qualification for Listing.

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

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

a. directors and senior officers of the Corporation, as listed in this Prospectus;

b. promoters of the Corporation during the two years preceding the listing on the CSE;

c. those who own and/or control more than 10% of the Corporation’s voting securities immediately after completion of the listing on the CSE if they also have appointed or have the right to appoint a director or senior officer of the Corporation or of a material operating subsidiary of the Corporation;

d. those who own and/or control more than 20% of the Corporation’s voting securities immediately after completion of the listing on the CSE; and

e. associates and affiliates of any of the above.

The Principals of the Corporation include all of the directors and senior officers of the Corporation.

The Corporation has entered into an agreement (the "**Escrow Agreement**") with the Escrow Agent and the Principals of the Corporation, pursuant to which the Principals would agree to deposit in escrow their Common Shares (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement has been prepared in accordance with Form 46-201F1 Escrow Agreement, and as the Corporation is an "emerging issuer", it provides that 10% of the Escrowed Securities will be released from escrow upon the date of the Corporation listing its Common Shares on the CSE, with an additional 15% to be released upon each six month interval thereafter, over a period of 36 months.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

a. transfers to continuing or, upon their appointment, incoming directors and senior officers of the Corporation or of a material operating subsidiary, with approval of the Board;

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

c. transfers upon bankruptcy to the trustee in bankruptcy;

d. pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

e. tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor Corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor Corporation's escrow classification.

The 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	**Designation of Class**	**Number of securities held in escrow**	**Percentage of Class**
Ron Ozols	Common Shares	800,000	8.7%
Derrick Gaon	Common Shares	1,000,000	10.8%
Cheuk Chung (Billy) Chan	Common Shares	100,000	1.1%
Total		**1,800,000**	**20.6%**

PRINCIPAL SECURITYHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares:

Name and Municipality of Residence	**Number of Common Shares Held**	**Percentage of Class**
Derrick Gaon Toronto, ON	1,000,000	10.8%

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name and municipality of residence of each director and executive officer of the Corporation, as well as such individual's age, position with the Corporation, principal occupation within the five preceding years and period of service as a director (if applicable). Each of the directors of the Corporation will hold office until the close of the next annual meeting of shareholders and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

Name and Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly(1)
Ron Ozols(2) Vancouver, BC CEO and Director	February 19, 2021	Business Professional (semi-retired)	800,000 8.7%
Derrick Gaon Toronto, ON CFO and Secretary	February 20, 2021	Business Professional	1,000,000 10.8%
Kyle Bergstrom(2) Toronto, ON Director	November 3, 2022	CPA	Nil 0.0%
Jordan Romano Toronto, ON Director	October 3, 2022	Securities Lawyer	Nil 0.0%
Cheuk Chung (Billy) Chan(2) Vancouver, BC Director	June 17, 2022	Asset Manager	100,000 1.1%

Notes:

(1) Based on 9,219,851 Common Shares issued and outstanding as at the date hereof, and beneficially owned, controlled or directed, directly or indirectly by such directors and officers.

(2) Member of the Audit Committee.

The directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 1,800,000 Common Shares, representing 19.5% of all issued and outstanding Common Shares as of the date of this Prospectus. It is expected that some of the officers and directors, or their respective associates and/or affiliates, will acquire Common Shares post Listing.

Management of the Corporation

The following are descriptions of the background of the directors and officers of the Corporation, including a description of each individual's principal occupation(s) within the past five years. None of the Corporation's directors or officers are employees of the Corporation, and none of the Corporation's directors or officers have entered into non-competition or non-disclosure agreements with the Corporation.

Ronald Ozols, 66, Chairman, Director, CEO. Mr. Ozols has been involved in the media industry for over 35 years, first with Southam Inc. from 1979 to 1996, Hollinger Corporation from 1996 to 2003, and Canwest News Services from 2003 to 2010. and eventually with the Postmedia Group. In addition, Mr. Ozols has been involved in financing and serving on the boards of both private and public reporting companies. He has extensive experience with respect to public companies, capital markets, mergers and acquisitions,in the Canadian junior equity markets. He has experience serving as a Director, and/or in officer positions in numerous public and private companies. Mr. Ozols expects to dedicate approximately 50% of his working time to the affairs of the Company.

Derrick Gaon, 60, Corporate Secretary is a self-employed business professional, who has been engaged in various private investment activities across many industries since 1995. He founded a company engaged in providing personal and group insurance services which handles and sells a wide range of products including Financial Planning, RESPs, Estate Planning, Life & Disability Insurance, Critical Illness Insurance, Travel/Visitor Insurance, Mortgage Insurance, Mortgage Referral, Retirement Planning, RRSPs, RRIFs / LIFs/ Annuities, GICs, and Health Insurance. Mr. Derrick Gaon earned MDRT (Million Dollar Round Table) honor and Court of the Table honor for many years. Mr. Gaon expects to dedicate approximately 20% of his working time to the affairs of the Company.

Kyle Bergstrom, CPA, MBA, BA, 39, Director, has 17 years of finance experience focusing on the metals and mining industry. At present, Mr. Bergstrom serves as a Canadian taxation partner at a mid-size professional services firm located in Toronto, Ontario focusing on corporate, international and mining taxation. Prior to assuming his current role, Mr. Bergstrom served as the Director of Taxation for a large global base metal producing company traded on the TSX and NYSE where he was responsible for all global aspects of taxation. Mr. Bergstrom is a Chartered Professional Accountant who has held senior management positions at global accountancy firms in audit, taxation and risk management functions where he primarily served the global mining industry. He also holds an MBA with distinction from York University's Schulich School of Business with a specialization in Global Mining Management. Mr. Bergstrom expects to dedicate approximately 10% of his working time to the affairs of the Company.

Jordan Romano, BA, MIRHR, JD, 30, Director, is a practicing securities lawyer focused on the resource, life sciences, and technology sectors and has developed a breadth of experience with respect to public companies, capital markets, mergers and acquisitions, prior to receiving his J.D. from the University of Western Ontario, Mr. Romano completed a bachelor's and master's degree from the University of Toronto. Mr. Romano expects to dedicate approximately 15% of his working time to the affairs of the Company.

Cheuk Chung (Billy) Chan, BA (Econ.), 48, Director, is a professional Asset Manager running multi-family offices for high net worth and institutional clients since 2016. Prior to asset management, Billy managed investment portfolios for private clients in top-tier international banks as a senior private banker. Over the past 20 years, he has accumulated extensive experience in financial markets and private equity investments. Mr. Chan graduated from York University with a Bachelor of Arts degree majoring in economics. Mr. Chan expects to dedicate approximately 20% of his working time to the affairs of the Company.

Corporate Cease Trade Orders or Bankruptcies

Except as described below, no director or executive officer, as at the date of this Prospectus, or has been, within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

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

(b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such 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 such director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer.

Except described below, No director or executive officer of the company or a shareholder holding a sufficient number of securities of the company to materially affect control of the company , is, as of the date of this Prospectus, or has been within ten (10) years before the date of this Prospectus, a director or executive officer of any company (including the Corporation) that, while such individual 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.

Except described below, no director or executive officer of the company or a shareholder holding a sufficient number of securities of the company to materially affect control of the company, has, within the ten (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 such individual.

No director or executive officer of the company or a shareholder holding a sufficient number of securities of the company to materially affect control of the company, except described below, 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 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.

Penalties or Sanctions

None of our directors, officers or principal shareholders are, or have been within the last 10 years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and promoter of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and promoter are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the business of the Corporation. Accordingly, situations may arise where the directors, officers, Insiders and promoter will be in direct competition with the Corporation. The directors and officers of the Corporation are required by law to act in the best interests of the Corporation. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Corporation may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Corporation to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Corporation. Such conflicting legal obligations may expose the Corporation to liability to others and impair its ability to achieve its business objectives. None of the directors or officers of the Corporation have entered into non-competition or non-disclosure agreements with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA, the CSE, and applicable securities laws, regulations and policies.

EXECUTIVE COMPENSATION

Based on the requirements of Form 51-102F6V Statement of Executive Compensation – Venture Issuers ("Form 51-102V6") all direct and indirect compensation provided to certain executive officers, and directors for, or in connection with, services they have provided to the Corporation or a subsidiary of the Corporation must be disclosed. The Corporation is required to disclose annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the two most recently completed financial years in respect of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officers of the Corporation whose individual total compensation for the most recently completed financial year exceeds $150,000, and any individual who would have satisfied these criteria but for the fact that the individual was not serving as an officer at the end of the most recently completed financial year (the "**Named Executive Officers**" or "**NEOs**").

The compensation provided to directors and NEOs is disclosed in accordance with Form 51-102F6V in the tables below as follows:

(1) Table of compensation excluding compensation securities; and

(2) Stock options and other compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table states the names of each NEO and director and his annual compensation, consisting of salary, consulting fees, bonuses and other annual compensation excluding compensation securities, for the Corporation from inception to the most recently completed financial year end.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Ron Ozols, CEO and Director	2023 2022	$15,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$15,000 Nil
Derrick Gaon, CFO and Director	2023 2022	$10,000 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$10,000 Nil

Stock Options and Other Compensation Securities

The Stock Option Plan is the Corporation's only equity compensation plan. As of the date of this Prospectus, the Corporation has never issued any options under the Stock Option Plan, nor does any person have options outstanding to purchase Common Shares. No compensation securities have been awarded or exercised by any directors or NEOs since the Corporation's inception.

Employment, Consulting and Management Agreements

Management of the Corporation is performed by the directors and officers of the Corporation and not by any other person. There are no plans in place with respect to compensation of the Named Executive Officers in the event of a termination of employment without cause or upon the occurrence of a change of control.

Upon the Company becoming a fully reporting issuer, the Corporation is expected to engage 1139179 ONTARIO Inc. for general corporate administration and to assist with bookkeeping and accounting services for the Corporation as a related party contractor for $3,000 per month.

Given the Corporation's size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentives and compensation for the time and effort expended by the Corporation's executives, while taking into account the financial and other resources of the Corporation.

Oversight and Description of Director and Named Executive Officer Compensation

Given the Corporation's size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentives and compensation for the time and effort expended by the Corporation's executives, while taking into account the financial and other resources of the Corporation.

Pension Plan Benefits

As of the date of this Prospectus, the Corporation does not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as disclosed in the table below, no executive officer, director, or employee of the Corporation, nor any proposed nominee for election as a director of the Corporation or any associate of any such individual, at any time and as at the date of this Prospectus, is or was indebted to the Corporation in connection with the purchase of securities or otherwise, nor is any such individual indebted to another entity with such debt being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

AGGREGATE INDEBTEDNESS ($)		
Purpose	To the Corporation	To Another Entity
(a)	(b)	(c)
Share purchases	N/A	N/A
Other	$31,447	N/A

AUDIT COMMITTEE

General

As the Company is a "IPO 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's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Committee's mandate, organization, powers and responsibilities.

The Audit Committee's Charter

The full text of the Audit Committee Charter is attached hereto as Schedule "C".

Composition of the Audit Committee

The members of the Audit Committee are Ron Ozols, Kyle Bergstrom and Billy Chan. Kyle and Billy are independent (as defined in NI 52-110) and all members are also financially literate (as defined in NI 52-110).

Name of Member	Independent (1)	Financially Literate (2)
Ron Ozols	No	Yes
Cheuk Chung (Billy) Chan	Yes	Yes
Kyle Bergstrom	Yes	Yes

Notes:

(1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the board of directors of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.

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

financial statements.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Ronald Ozols, 66, Chairman, Director, CEO. Mr. Ozols has been involved in the media industry for over 35 years, first with Southam Inc. from 1979 to 1996, Hollinger Corporation from 1996 to 2003, and Canwest News Services from 2003 to 2010. and eventually with the Postmedia Group. In addition Mr. Ozols has been involved in financing and serving on the boards of both private and public reporting companies. He has extensive experience with respect to public companies, capital markets, mergers and acquisitions,in the Canadian junior equity markets. He has experience serving as a Director and/or in officer positions in numerous public and private companies. Mr. Ozols expects to dedicate approximately 50% of his working time to the affairs of the Company.

Kyle Bergstrom, CPA, MBA, BA, 39, Director, has 17 years of finance experience focusing on the metals and mining industry. At present, Mr. Bergstrom serves as a Canadian taxation partner at a mid-size professional services firm located in Toronto, Ontario focusing on corporate, international and mining taxation. Prior to assuming his current role, Mr. Bergstrom served as the Director of Taxation for a large global base metal producing company traded on the TSX and NYSE where he was responsible for all global aspects of taxation. Mr. Bergstrom is a Chartered Professional Accountant having held senior management positions at global accountancy firms in audit, taxation and risk management functions where he primarily served the global mining industry. He also holds an MBA with distinction from York University's Schulich School of Business with a specialization in Global Mining Management.

Cheuk Chung (Billy) Chan, BA (Econ.), 48, Director, is a professional Asset Manager running multi-family offices for high net worth and institutional clients since 2016. Prior to asset management, Billy managed investment portfolios for private clients in top-tier international banks as a senior private banker. Over the past 20 years, he has accumulated extensive experience in financial markets and private equity investments. Mr. Chan graduated from York University with a Bachelor of Arts degree majoring in economics. Mr. Chan expects to dedicate approximately 10% of his working time to the affairs of the Company.

In addition to each member's general business experience, each member of the Audit Committee has adequate education and experience that would provide the member with:

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

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

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

(d) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

As the Corporation is not a reporting issuer, it was not required to, nor did it have, an Audit Committee until completing the audited financial statements for the years ended January 31, 2023 and January 31, 2022. Since the Audit Committee was established, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor where such recommendation has not been adopted by the directors of the Corporation.

External Auditor Service Fees (By Category)

The following table discloses the audit fees billed to the Corporation by its external auditor.

Financial Year End	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All other Fees(3)
January 31, 2023	$6,750	Nil	Nil	Nil
January 31, 2022	$6,750	Nil	Nil	Nil

Notes:

(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.

(2) Fees charged for tax compliance, tax advice and tax planning services.

(3) Fees for services other than disclosed in any other column.

Exemption

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services).

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58- 101") and National Policy 58-201 Corporate Governance Guidelines ("NP 58- 201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Corporation's approach to corporate governance and describes the measures taken by the Corporation to comply with NI 58-101.

The following is a description of the Corporation's corporate governance practices.

Board of Directors

NI 58-101 defines an "independent director" as a director who has no direct or indirect "material relationship" with the issuer. A "material relationship" is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 - Corporate Governance Guidelines, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

The Board is currently comprised of four (4) directors Billy Chan and Kyle Bergstrom independent within the meaning of NI 58-101.

Directorships

The following table sets forth the directors of the Corporation who are directors of other reporting issuers.

Name	Reporting Issuer	Market
Ron Ozols	N/A	N/A
Derrick Gaon, CFO, Secretary	Talent Infinity Resource Developments Inc.	CSE
Kyle Bergstrom	N/A	N/A
Jordan Romano	N/A	N/A
Cheuk Chung (Billy) Chan	N/A	N/A

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. The Board works closely with management, and, accordingly, the Board is in a position to assess the performance of individual directors on an ongoing basis.

Assessments

The Board works closely with management, and, accordingly, the Board is in a position to assess the performance of individual directors on an ongoing basis.

Nomination of Directors

The Corporation's management is continually in contact with individuals involved in the mineral exploration industry and public-sector resource issuers. From these sources, the Corporation has made numerous contacts and continues to consider nominees for future board positions. The Corporation conducts diligence and reference checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in the area of strategic interest to the Corporation, the ability to devote the time required and willingness to serve. The Board does not currently have a nominating committee.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics, affixed to this Prospectus as Schedule "H" to encourage and promote a culture of ethical business conduct amongst the directors, officers, employees and consultants of the Corporation (collectively, the "*Employees*").

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Corporation's directors, officers and employees.

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation. Further, the Corporation's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Other Board Committees

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

Assessment

The Board assesses on an annual basis the performance of the Board as a whole, the committees of the Board, and each of the individual directors in order to satisfy itself that each is functioning effectively.

LISTING APPLICATION

The Corporation has applied to list its Common Shares on the CSE. Listing is subject to the Corporation fulfilling all the listing requirements of the CSE.

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

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

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

No Market for Securities

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

Current Market Volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation. The value of the Common Shares distributed hereunder will be affected by such volatility.

No Production History

The Sylvest Property is not a producing property and its ultimate success will depend on its ability to establish an economic ore body and operating ability to generate cash flow from production in the future. The Corporation has not generated any revenue to date and there is no assurance that it will do so in the future.

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

Limited Operating History

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

Exploration, Mining and Operational Risks

The business of exploring for and mining minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Sylvest Property does not have any known mineral resources or reserves and the proposed exploration and drilling programs are an exploratory search for such mineral resources or reserves.

The Corporation's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of minerals, any of which could result in risk to life, to property, or to the environment. The Corporation's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability of insurance for such hazards and risks is extremely limited or uneconomical at this time.

In the event the Corporation is fortunate enough to discover a mineral deposit, the economics of commercial production depend on many factors, including commodity prices, market conditions, the cost of operations, the size, quality and grade of the mineral deposit, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection and stakeholder agreements. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Nature of Mineral Exploration and Mining

The Corporation's future is dependent on the Corporation's exploration and development programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditure on the Corporation's exploration properties may be required in constructing mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or full feasibility studies on the Corporation's projects or the current or proposed exploration programs on any of the properties in which the Corporation has exploration rights will result in any profitable commercial mining operation. The Corporation cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Whether a deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Corporation not receiving an adequate return on invested capital or have a material adverse effect on the Corporation's business and financial condition.

Permitting

The operations of the Corporation are subject to receiving and maintaining permits from appropriate governmental authorities and agreements with First Nations. Although the Corporation currently has all required permits for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations, additional permits for any possible future changes to operations or additional permits associated with new legislation. Prior to any development on any of its properties, the Corporation must receive permits from appropriate governmental authorities. There can be no assurance that the Corporation will continue to hold all permits necessary to develop or continue operating at any particular property.

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

Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the Corporation, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, railways, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations of the Corporation.

While the infrastructure surrounding the Claims is relatively strong based on typical mineral exploration standards, the Claims are located in an area where weather and terrain may make it difficult and costly to operate. The Claims are easily accessible with multiple gravel roads; however, the location of the Claims nonetheless poses the risk that the Corporation may be unable to further explore, develop or operate efficiently due to the unavailability of materials and equipment and unanticipated transportation costs. Exploration and development programs can only be carried out during limited times of the year. Construction and operational risks, including, without limitation, equipment and plant performance, harsh weather conditions, terrain, environmental, cost estimation accuracy and workforce performance and dependability will all affect the development and profitability of the Sylvest Property. There is a hydro line running through the property; however, there can be no assurance that the existing infrastructure will be sufficient for the purposes of carrying out the Corporation's objectives. In addition, there can be no assurance that any alternative infrastructure will be developed or that any alternative infrastructure, if constructed, will support the viability of the Sylvest Property. In the event that the current infrastructure is not adequate, or that adequate infrastructure is not developed or is developed but does not support the viability of the Sylvest Property, the existing challenges in respect of transporting materials into the area in which the Claims are located, as well as transporting any future mined ores out, will continue, which may adversely affect the operations of the Corporation.

First Nations

First Nations in British Columbia are increasingly making land and rights claims in respect of existing and prospective resource projects on lands asserted to be First Nation traditional or treaty lands. Should a First Nation make such a claim in respect of the Corporation's properties and should such claim be resolved by government or the courts in favor of the First Nation, it could materially adversely affect the business of the Corporation.

Mining Claims

Although the Corporation believes that it will obtain the necessary prospecting licenses and permits, including but not limited to drill permits, there can be no assurance that they will be granted or as to the terms of any such grant. Furthermore, the Corporation is required to pay annual fees on the mineral claims of the Sylvest Property in order to maintain them in good standing. If the Corporation is unable to expend these amounts, the Corporation may lose its title thereto on the expiry date(s) of the relevant mineral claims on the Sylvest Property. There is no assurance that, in the event of losing its title to mineral claims, the Corporation will be able to register the mineral claims in its name without a third-party registering its interest first.

Title Matters

The Corporation has taken reasonable measures, in accordance with industry standards for properties at the same stage of exploration as those of the Corporation, to ensure proper title to its properties. However, there is no guarantee that title to any of its properties will not be challenged or impugned. Title insurance generally is not available for mining claims in Canada and the Corporation's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be limited. The Corporation's properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims and title may be affected by, among other things, undetected defects. In addition, the Corporation may be unable to operate the properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes, carry out and file assessment work, may invalidate title to portions of the properties where the mineral rights are not held by the Corporation.

Possible Failure to Obtain Mining Licenses

Even if the Corporation does complete the required exploration activities on the Sylvest Property, it may not be able to obtain the necessary licences or permits to conduct mining operations, and thus would realize no benefit from such exploration activities.

Competition

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

Conflicts of Interest

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

Dependence on and Performance of Key Personnel

The Corporation currently has a small senior management group, which is sufficient for the Corporation's present stage of activity. The Corporation's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Corporation relies on a limited number of key employees, consultants and members of senior management and there is no assurance that the Corporation will be able to retain such key employees, consultants and senior management. The loss of one or more of such key employees, consultants or members of senior management, if not replaced, could have a material adverse effect on the Corporation's business, financial condition and prospects. The Corporation currently does not have key person insurance on these individuals.

To operate successfully and manage its potential future growth, the Corporation must attract and retain highly qualified key engineering, managerial and financial personnel. The Corporation faces intense competition for qualified personnel in these areas, and there can be no certainty that the Corporation will be able to attract and retain qualified personnel. If the Corporation is unable to hire and retain additional qualified personnel in the future to develop its properties, its business, financial condition and operating results could be adversely affected.

Volatility of Commodity Prices

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

Environmental Risks and Other Regulatory Requirements

Inherent with mining operations is an environmental risk. The current or future operations of the Corporation, including exploration and development activities and commencement of production on the Sylvest Property, require permits from various governmental authorities. Such operations are governed by laws and regulations that govern prospecting, mining, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in the development and operation of mines and related facilities generally experience a costs and delays in production as a result of needing to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Corporation requires for future, exploration, development, construction and operation of mining facilities and the conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on the operations of the Corporation.

Uninsured Risks

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

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

Health and Safety Risks

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

Tax Issues

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

Additional Equity Financing

The advancement, exploration and development of the Corporation's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and commencement of mining operations, will require substantial additional financing. The most likely source of such future financing that would be available to the Corporation is through the sale of additional equity capital. However, there can be no assurance that such financing will be available to the Corporation or that it will be obtained on terms favourable to the Corporation or will provide the Corporation with sufficient funding to meet its objectives or capital or operating requirements, which may adversely affect the Corporation's business, financial condition and results of operations. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Corporation and might involve substantial dilution to existing shareholders.

Failure to obtain sufficient financing as and when required by the Corporation will result in a delay or indefinite postponement of the advancement, exploration or development on any or all of the Corporation's properties or even a loss of a property interest, which would have a material adverse effect on the Corporation's business, financial condition and results of operations. Global securities markets are currently experiencing volatility, which may result in difficulty in raising equity capital and market forces may render it difficult or impossible for the Corporation to secure purchasers of the Corporation's securities at prices which will not lead to severe dilution to existing shareholders, or at all.

Going Concern

The Corporation's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they become due. There can be no assurance once a decision is made with respect to future activities that the Corporation will be able to execute on its plans. The consolidated financial statements of the Corporation do not include any adjustments related to the carrying values and classification of assets and liabilities should the Corporation be unable to continue as a going concern.

Global Economic and Financial Markets

Recent market events and conditions, including disruption in the Canadian, U.S. and international credit markets and other financial systems and the deterioration of Canadian, U.S. and global economic conditions, could, among other things, impede access to capital or increase the cost of capital, which would have an adverse effect on the Corporation's ability to fund its working capital and other capital requirements.

Notwithstanding various actions by U.S., Canadian and foreign governments, concerns about the general

condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions have caused the broader credit markets to further deteriorate and stock markets to decline substantially. In addition, general economic indicators have deteriorated, including declining consumer sentiment, increased unemployment and declining economic growth and uncertainty about corporate earnings. These unprecedented disruptions in the current credit and financial markets have had a significant material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies, particularly resource exploration and development companies such as the Corporation.

These disruptions could, among other things, make it more difficult for the Corporation to obtain, or increase its cost of obtaining, capital and financing for its operations. The Corporation's access to additional capital may not be available on terms acceptable to the Corporation or at all.

COVID 19 Pandemic

The precise impacts of the global emergence of COVID-19 and its variants on the Issuer are currently unknown. The Corporation intends to conduct business as normal with modifications to personnel travel and work locations and is currently evaluating what exploration work can be done on the Sylvest Property. Rules in all jurisdictions are changing rapidly and the Issuer will need to evaluate and evolve with measures as they are announced. Government restrictions on the movement of people and goods may cause exploration work and analysis being done by the Corporation and its contractors to slow or cease. Such disruptions in work may cause the Corporation to miss actual or self-imposed deadlines, push out earlier forecasts, and increase fiscal losses. In addition, the outbreak of COVID-19 has caused considerable disruption to the world economy and financial markets which could have a materially adverse impact on the ability of the Corporation to raise additional funding in the future and could negatively impact, among other factors, the Corporation's share price.

Environmental Risks and Hazards

All phases of the operations of the Corporation are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. 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 operations of the Corporation. Environmental hazards may exist on the properties on which the Corporation holds interests which are unknown to the Corporation at present and which have been caused by previous or existing owners or operators of the properties.

Although the Corporation intends to comply fully with all environmental regulations, failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties 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.

No Revenues and History of Losses

The Corporation's properties are in the exploration stage and are not commercially viable at this time. The Corporation has not recorded any revenues from mining operations and there is no certainty that the exploration expenditures towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore or that the Corporation will generate revenue, operate profitably or provide a return on investment in the future. There can be no assurance that significant additional losses will not occur in the future. The operating expenses and capital expenditures may increase in subsequent years with advancing exploration, development and/or production of the properties. The Corporation does not expect to receive revenues from operations in the foreseeable future. The Corporation expects to incur losses until such time as its properties enter into commercial production and general sufficient revenue to fund its continuing operations. The development of the Corporation's properties will require the commitment of substantial resources and there can be no assurance that the Corporation will be able to finance its operations externally.

There can be no assurance that the Corporation's exploration programs will result in locating commercially exploitable mineral ores or that its properties will be successfully developed. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Commodity Prices

The development of the Corporation's properties is dependent on the future price of minerals and metals. As well, the profitability of the Corporation's commercial operations, if any, will be significantly affected by changes in the market price of minerals and metals.

Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Corporation's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the US dollar and foreign currencies, global and regional supply and demand, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of commodities has historically fluctuated widely and future price declines could cause the development of and any future commercial production from the Corporation's properties to be impracticable or uneconomical or force the Corporation to discontinue any development of, operations on or lose its interest in its properties. Such fluctuations in commodity prices could have a material adverse effect on the Corporation's business and financial condition.

Insurance Risk

The Corporation's operations are, and will continue to be, subject to all of the hazards and risks normally associated with exploration, development and production, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The Corporation's activities may be subject to prolonged disruptions due to weather conditions, depending on the location of operations in which the Corporation has interests. Hazards, such as unusual or unexpected formations, rock bursts, pressures, adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, and natural phenomena such as inclement weather conditions, floods and earthquakes, flooding or other conditions may be encountered in the drilling and removal of material. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Corporation's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

While the Corporation may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Corporation cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the Corporation's earnings and competitive position in the future and, potentially, its financial position and results of operation.

Aboriginal Title and Claims

Uncertainties about the resolution of Aboriginal rights in British Columbia may affect the Corporation. On June 26, 2014, the Supreme Court of Canada (the "SCC") released a decision in Tsilhqot'in Nation v. British Columbia (the "William Decision"), pursuant to which the SCC upheld the First Nations' claim to Aboriginal title and rights over a large area of land in central British Columbia, including rights to decide how the land will be used, occupancy and economic benefits. The court ruling held that while the provincial government had the constitutional authority to regulate certain activity on aboriginal title lands, it had not adequately consulted with the Tsilhqot'in. The SCC also held that provincial laws of general application apply to land held under Aboriginal title if the laws are not unreasonable, impose no undue hardship, and do not deny the Aboriginal title holders their preferred means of exercising their rights. The Corporation currently does not hold any properties in the area involved in the William Decision and will continue to manage its operations within the existing legal framework while paying close attention to the direction provided by the Province of British Columbia and First Nations regarding the application of this ruling.

However, the Sylvest Property may now or in the future be the subject of Aboriginal land claims, which is a matter of considerable complexity. The impact of any such claim on the Corporation's ownership interest in the Sylvest Property cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of Aboriginal rights in the area in which the Sylvest Property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Corporation's activities. Even in the absence of such recognition, the Corporation may at some point be required to negotiate with and seek the approval of holders of Aboriginal interests in order to facilitate exploration and development work on the Sylvest Property, and there is no assurance that the Corporation will be able to establish a practical working relationship with the Indigenous in the area which would allow it to ultimately develop the Sylvest Property.

Market Price of the Common Shares

Currently there is no public market for the Common Shares, and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Offering. If an active public market for the Common Shares does not develop, the liquidity of an investor's investment may be limited and the share price may decline below the Issue Price.

The Issue Price of the Common Shares has been determined by negotiations among the Corporation and the Agent. This price may not be indicative of the market price or the fair market value for the Common Shares after this initial public offering. See "*Plan of Distribution*".

Worldwide securities markets have been experiencing a high level of price and volume volatility and market prices of securities of many companies, particularly those considered exploration or development stage companies, have experienced unprecedented declines in prices which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Most significantly, the share price of many natural resource companies has experienced an unprecedented decline in value and there has been a significant decline in the number of buyers willing to purchase such securities. As a consequence, market forces may render it difficult or impossible for the Corporation to secure purchasers to purchase its securities at a price which will not lead to severe dilution to existing shareholders, or at all. In addition, shareholders may realize less than the original amount invested on dispositions of their common shares of the Corporation during periods of such market price decline.

The Price of the Corporation's common shares may be volatile

The trading price of the Corporation's common shares, once listed on the CSE, may be subject to material fluctuations and may increase or decrease in response to a number of events and factors, including:

- changes in the market price of the commodities the Corporation sells and purchases, particularly gold;

- current events affecting the economic situation and exchange rates in Canada, the United States, Mexico and internationally;
- changes in financial estimates and recommendations by securities analysts;
- acquisitions and financings;
- quarterly variations in operating results;
- the operating and share price performance of other companies that investors may deem comparable;
- the issuance of additional equity securities by the Corporation or the perception that such issuance may occur; and
- purchases or sales of blocks of the Corporation's common shares.

Part of this volatility may also be attributable to the current state of the stock market, in which wide price swings are common. This volatility may adversely affect the prices of the Corporation's common shares regardless of the Corporation's operating performance and could cause the market price of the Corporation's common shares to decline.

The Corporation does not intend to pay dividends for the foreseeable future.

The Corporation has never declared or paid any cash dividends on the Corporation's common shares and does not intend to pay any cash dividends in the foreseeable future. The Corporation anticipates that it will retain all of its future earnings for use in the development of its business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of the Corporation's board of directors. In addition, from time to time the Corporation may enter into agreements that restrict its ability to pay dividends.

Holders of the Corporation's common shares may experience dilution when outstanding options or warrants are exercised, or as a result of additional securities offerings which may reduce the Corporation's earnings per share, if any.

There are a number of outstanding options and warrants pursuant to which additional common shares of the Corporation may be issued in the future. Exercise of such options or warrants may result in dilution to the Corporation shareholders. In addition, if the Corporation raises additional funds to finance its activities, through the sale of equity securities, shareholders may have their investment diluted. If the Corporation issues additional common shares, shareholders' percentage ownership of the Corporation will decrease and shareholders may experience dilution in the Corporation's earnings per share. Moreover, as the Corporation's intention to issue any additional equity securities becomes publicly known, the common share price may be materially and adversely affected.

General

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

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

PROMOTERS

Derrick Gaon and Ron Ozols are considered to be promoters of the Company and took the initiative in organizing certain aspects of the business of the Company when the Company was initially formed. The following table sets out the number and percentage of each class of voting securities and equity securities of the Company beneficially owned, or controlled or directed, directly or indirectly by Derrick Gaon and Ron Ozols.

Designation of Class	Number of Securities	Percentage of Class
Common Shares	1,800,000	19.5%

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not or was not a party to, and none of its property is or was the subject of, any legal proceedings as at the date of this Prospectus, nor does the Corporation contemplate any such legal proceedings.

No penalties or sanctions have been imposed against the Corporation by a court, nor has the Corporation entered into any settlement agreements before a court, relating to provincial and territorial securities legislation or by a securities regulatory authority within the last three years from date hereof, nor has a court or regulatory body imposed any other penalties or sanctions against the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Prospectus, no (a) director or executive officer, (b) person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares, nor (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) has, or has had within the three years before the date hereof, any material interest, directly or indirectly, in any transaction that has materially affected or is reasonably expected to materially affect the Corporation.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The auditor of the Corporation is Adam Sung Kim Ltd. Chartered Professional Accountants, located at Unit 168-4300 North Fraser Way, Burnaby, BC, V5J 5J8,

The transfer agent and registrar of the Corporation is Endeavour Trust Corporation and the register of Common Shares and register of transfers will be maintained at the Vancouver, BC, office located at 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4.

MATERIAL CONTRACTS

The only material contracts that the Corporation has entered into since the beginning of the most recently completed financial year or contracts entered into before the beginning of the most recently completed financial year that are still in effect, other than contracts entered into in the ordinary course of business, are as follows:

- The Option Agreement dated April 6, 2022 and any amendments thereto.
- Escrow Agreement dated [●]
- Loan Agreement dated January 24, 2022.

Copies of these agreements will be available on the Company's SEDAR profile at www.sedar.com.

EXPERTS AND INTERESTS OF EXPERTS

Adam Sung Kim Ltd, Chartered Professional Accountants (the auditors of the Corporation) prepared an auditors' report to the directors of the Corporation on the annual financial statements for the year ended, statements of financial position of the Corporation and the statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended January 31, 2023 and have advised that they are independent with respect to the Corporation within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

The independent author of the Technical Report was Kristian Whitehead, P.Geo., operating through his business named Infiniti Drilling Corporation.

None of the foregoing experts, nor any partner, employee or consultant of such an expert who participated in and who was in a position to directly influence the preparation of the applicable statement, report or valuation, has, has received or is expected to receive, registered or beneficial interests, direct or indirect, in Common Shares or other property of the Corporation or any of its associates or affiliates at the time of this Prospectus.

OTHER MATERIAL FACTS

Other than as disclosed elsewhere in this Prospectus, there are no material facts about Common Shares that are necessary to be disclosed in order for this Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

FINANCIAL STATEMENTS AND MD&A DISCLOSURE

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

1. Audited financial statements of the Corporation for the year ended January 31, 2023.
2. MD&A of the Corporation for the year ended January 31, 2023.

SCHEDULE “A”

AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED JANUARY 31, 2023

AI CENTRIX RESOURCE HOLDINGS INC.

(Formerly AI Centrix Technologies Corp.)
(an exploration stage company)

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE PERIODS ENDED JANUARY 31, 2023 AND 2022

UNIT# 168
4300 NORTH FRASER WAY
BURNABY, BC V5J 5J8

T: **604.318.5465**
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Adam Kim
ADAM SUNG KIM LTD.
CHARTERED PROFESSIONAL ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
AI Centrix Resource Holdings Inc. (formerly AI Centrix Technologies Corp.)

Opinion

I have audited the financial statements of AI Centrix Resource Holdings Inc. (formerly AI Centrix Technologies Corp.) (the "Company"), which comprise the statements of financial position as at January 31, 2023 and January 31, 2022, and the statements of income (loss) and comprehensive income (loss), statements of cash flows and statements of changes in equity for the year ended January 31, 2023 and the period from the date of incorporation February 19, 2021 to January 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2023 and January 31, 2022, and its financial performance and its cash flow for the year ended January 31, 2023 and the period from the date of incorporation February 19, 2021 to January 31, 2022 in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

I draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $181,157 during the period ended January 31, 2023 and, as of that date, the Company had not yet achieved profitable operations, had accumulated losses of $170,111 since its inception, and expects to incur further losses in the development of its business. 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. My opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements for the year ended January 31, 2023. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

In addition to the matter described in the "Material Uncertainty Related to Going Concern" section of the auditor's report, I have determined the matters described below to be the key audit matters to be communicated in my auditors' report.

Evaluation of indicators of impairment for mineral property interests

Description of the matter

I draw attention to Notes 5 to the financial statements. The Company has mineral property interests of $50,000 as at January 31, 2023. The carrying amounts of the Company's mineral property interests are reviewed each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Significant judgment is required in assessing indicators of impairment. The Company completes an evaluation at each reporting period of potential impairment indicators.

Why the matter is a key audit matter

I identified the evaluation of indicators of impairment for mineral property interests as a key audit matter. This matter represented an area of significant risk of material misstatement given the magnitude of mineral property interests. This matter was of most significance due to the difficulties in evaluating the result of my audit procedures to assess the Company's determination of whether the factors, individually and in the aggregate, resulted in indicators of impairment.

How the matter was addressed in the audit

The following are the primary procedures I performed to address this key audit matter.

I evaluated the Company's analysis of impairment indicators by:
- Obtaining an understanding of management's process for developing an assessment of the existence of impairment indicators
- Assessing whether the information in the analysis was consistent with information included in internal communicates to management and the Board of Directors, the Company's press releases, management's discussion and analysis, and other public filings
- Reading updated technical reports for any indicators of impairment arising from changes to estimates of mineral reserves and resources
- Considering evidence obtained in other areas of the audit, including the status of significant mineral licenses and expenditures on mineral properties, the results of exploration activities and any updates to estimates of mineral reserves and resources.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I are required to report that fact. I 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 IFRSs, 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Adam Kim, CPA, CA.

"Adam Sung Kim Ltd."
Chartered Professional Accountant

Unit# 168 – 4300 North Fraser Way
Burnaby, BC, Canada V5J 5J8
April 13, 2023

(Expressed in Canadian Dollars)

As at,	Notes:	**January 31, 2023**	**January 31, 2022**
ASSETS			
Current			
Cash		$ 186,542	$ 416,232
Prepaid expenses		34,141	22,500
Receivable		8,465	1
Loan receivable	8	31,447	-
Total current assets		260,595	438,733
Non-current			
Loan receivable	8	-	27,298
Mineral property interests	5	50,000	-
TOTAL ASSETS		$ 310,595	$ 466,031
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	4	$ 2,500	$ 5,414
Income tax payable		-	1,365
Total current		2,500	6,779
TOTAL LIABILITIES		2,500	6,779
Shareholders' Equity			
Share capital	7	478,206	408,206
Shares to be issued	7	-	40,000
Retained earnings (deficit)		(170,111)	11,046
Total shareholders' equity		308,095	459,252
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 310,595	$ 466,031

Nature and continuance of operations (Note 1)
Subsequent event (Note 12)

Approved and authorized by the Board on April 13, 2023

"Ron Ozols" Director ***"Kyle Bergstrom"*** Director

The accompanying notes are an integral part of these financial statements

AI CENTRIX RESOURCE HOLDINGS INC. (Formerly AI Centrix Technologies Corp.)
(an exploration stage company)
STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
For the periods ended January 31, 2023 and 2022
(Expressed in Canadian Dollars)

	January 31, 2023	January 31, 2022
EXPENSES		
Consulting	$ 61,000	$ -
Exploration	97,637	-
General and office administration	1,107	1,167
Professional	26,927	4,500
Total expenses	186,671	5,667
Income (loss) before the under-noted	(186,671)	(5,667)
Consulting revenue	-	18,000
Interest income	4,149	78
Income (loss) before tax	(182,522)	12,411
Tax recovery (expense)	1,365	(1,365)
Income (loss) and comprehensive income (loss) for the period	$ (181,157)	$ 11,046
Income (loss) per share – basic and diluted	($0.02)	$0.00
Weighted average number of common shares outstanding – basic and diluted	9,080,235	3,319,996

The accompanying notes are an integral part of these financial statements

AI CENTRIX RESOURCE HOLDINGS INC. (Formerly AI Centrix Technologies Corp.)
(an exploration stage company)
STATEMENTS OF CASH FLOWS
For the periods ended January 31, 2023 and 2022
(Expressed in Canadian Dollars)

	January 31, 2023	January 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (Loss) for the period	$ (181,157)	$ 11,046
Accrued interest income	(4,149)	(78)
Change in non-cash working capital items:		
Accounts payable and accrued liabilities	(2,914)	5,414
Income taxes payable	(1,365)	1,365
Receivables	(8,464)	(1)
Prepaid expenses	(11,641)	(22,500)
Net Cash used in operating activities	(209,690)	(4,754)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	30,000	410,986
Shares to be issued	-	40,000
Net cash provided by financing activities	30,000	450,986
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	-	(30,000)
Mineral property interests	(50,000)	-
Net cash used in investing activities	(50,000)	(30,000)
Change in cash for the period	$ (229,690)	$ 416,232
Cash, beginning of period	416,232	-
Cash, end of period	$ 186,542	$ 416,232
Cash paid during the period for interest	$-	$-
Cash paid during the period for income taxes	$-	$-

The accompanying notes are an integral part of these financial statements

(Expressed in Canadian Dollars)

	Notes:	Share Capital Number	Share Capital Amount	Shares to be issued	Retained Earnings/Deficit	Total
Incorporation, on February 19, 2021						
Incorporator shares	7	1	$ 1	$ -	$ -	$ 1
Private placement – first round	7	2,200,000	11,000	-	-	11,000
Private placement – second round	7	4,800,000	96,000	-	-	96,000
Private placement – third round	7	1,439,850	143,985	-	-	143,985
Private placement – fourth round	7	640,000	160,000	-	-	160,000
Shares to be issued	7	-	-	40,000	-	40,000
Capital distribution to a related party	8	-	(2,780)			(2,780)
Income for the period		-	-	-	11,046	11,046
Balance at January 31, 2022		9,079,851	$408,206	$ 40,000	$ 11,046	$ 459,252
Balance at February 1, 2022		9,079,851	$ 408,206	$ 40,000	$ 11,046	$ 459,252
Private placement – fifth round	7	140,000	70,000	(40,000)	-	30,000
Loss for the period		-	-	-	(181,157)	(181,157)
Balance at January 31, 2023		9,219,851	$ 478,206	$ -	$ (170,111)	$ 308,095

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

AI Centrix Resource Holdings Inc. (formerly AI Centrix Technologies Corp.) (the "**Company**") was incorporated under the *Business Corporations Act*, (British Columbia). The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. The Company was incorporated on February 19, 2021. On June 23, 2022, the Company changed its name from AI Centrix Technologies Corp. to AI Centrix Resource Holdings Inc.

The Company's head office and records office is located at #406-2211 Wall Street, Vancouver, British Columbia, Canada, V5L 1G4.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These financial statements have been prepared by management 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. As at January 31, 2023 the Company had not yet achieved profitable operations, had accumulated losses of $170,111 since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian Dollars, which is the Company's functional currency, unless otherwise specified.

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include recognition of deferred income tax amounts.

2. BASIS OF PRESENTATION (CONTINUED)

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

COVID-19

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant, but management continues to monitor the situation.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Common shares issued for consideration other than cash are valued based on fair value at the date the shares were issued. The fair value is determined by referring to concurrent financing or recent private placements for cash.

The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The share component of the unit is measured at fair value determined by referring to concurrent financing or recent private placements for cash, and the warrant component is measured by reference to the residual value, if any. Any value allocated to the warrant component is credited to reserves.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

Recognition and Classification

The Company recognized a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and 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.

The following table shows the classifications under IFRS 9:

	Classification IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loans receivable	Amortized cost

Measurement

Financial assets at FVTOCI
Elected 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 recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. 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 the consolidated statements of net (loss) income 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 income (loss).

3. 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 initialrecognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, 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 generally recognized in the consolidated statements of net(loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets.

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 year. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive. Basic and diluted loss per share are the same for the periods presented.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded 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. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. A deferred tax asset

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes (continued)

is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Mineral Property Interests and exploration expenses

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent acquisition costs and option payments, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property.

Exploration expenses are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Exploration expenses that are incurred before the Company has obtained the legal rights to explore and develop a property are expensed.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

As at January 31, 2023, the Company, given the early stage of exploration on its mineral properties, has no reclamation costs and therefore no provision for environmental rehabilitation has been made.

(Expressed in Canadian Dollars)

4. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are as follows:

	January 31, 2023	January 31, 2022
Trade payables	**$ -**	$ 914
Accrued liabilities	**2,500**	4,500
Total	**$ 2,500**	$ 5,414

5. MINERAL PROPERTY INTEREST AND EXPLORATION EXPENSES

Sylvest Property

On April 6, 2022 (the "Effective Date") and amended on April 4, 2023, the Company entered into a mineral property option agreement (the "Option Agreement") whereby it has the option to acquire a 100% undivided interest over a four-year period in two mineral claims in the Sylvest property, located in the Omineca Mining Division, British Columbia, Canada. Under terms of the Option Agreement, the Company must pay $1,000,000 in cash or a combination of cash and common shares as follows:

- $50,000 within 90 days of Effective Date (Paid on October 27, 2022)
- $50,000 on the first anniversary of the Effective Date (amended to April 30, 2023 - see subsequent event note 12)
- $100,000 on the second anniversary of the Effective Date
- $300,000 on the third anniversary of the Effective Date
- $500,000 on the fourth anniversary of the Effective Date

In addition to the payment of $1,000,000 by way of cash or common shares of the Company, the Company must also incur $1,430,000 of mineral property expenditures as follows:

- $40,000 within 90 days of the Effective Date (Met)
- $60,000 on or before the first anniversary of the Effective Date (amended to June 30, 2023 - see subsequent event note 12)
- $80,000 on or before the second anniversary of the Effective Date
- $250,000 on or before the third anniversary of the Effective Date
- $1,000,000 on or before the fourth anniversary of the Effective date

The following is the Company's Mineral property interests as at January 31, 2023:

	Sylvest Property	**Total**
Mineral Property Acquisition Costs		
Balance January 31, 2022	**$ -**	**$ -**
Additions	**50,000**	**50,000**
Balance, January 31, 2023	**$ 50,000**	**$ 50,000**

The following table shows the activity by category of exploration:

Exploration Expenditures	**January 31, 2023 ($)**	**January 31, 2022 ($)**
Geophysical surveying	38,966	-
Geochemical surveying and analysis	43,796	-
Geological consulting	14,875	-
Total	**97,637**	-

6. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

As at January 31, 2023, the Company had a prepayment of $12,500 (2022 - $12,500) for consulting services to be rendered by a director or officer of the Company, Derrick Gaon.

During the period ended January 31, 2023, the Company advanced $nil (2023 - $30,000) to a director or officer of the Company, Derrick Gaon, by way of a loan (see note 7).

During the period ended January 31, 2023, the Company incurred consulting fees of $25,000 (2022 - $nil) that were rendered by directors or officers of the Company, Ron Ozols and Derrick Gaon.

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

7. SHARE CAPITAL

a) Authorized share capital

As at January 31, 2023, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital:

<u>For the period ended January 31, 2022:</u>

On February 19, 2022 within the course of incorporation, the Company issued one common shares for proceeds of $1 to the incorporator.

During the period ended January 31, 2022, the Company closed on the first, second, third and fourth round of a multiple stage non-brokered private placement (the “Private Placement”). There were no fees paid in respect of the Private Placement.

<u>First Round</u>
On February 19, 2021, the first round of the Private Placement closed and the company raised $11,000 via issuance of a total of 2,200,000 common shares at a value of $0.005 per common share.

<u>Second Round</u>
On November 15, 2021, the second round of the private placement closed and the company raised $96,000 via issuance of a total of 4,800,000 common share at a value of $0.02 per common share.

<u>Third Round</u>
On January 19, 2022, the third round of the private placement closed and the company raised $143,985 via the

7. SHARE CAPITAL (CONTINUED)

issuance of a total of 1,439,850 common shares at a value of $0.10 per common share.

Fourth Round
On January 31, 2022, the fourth round of the private placement closed and the Company raised $160,000 via the issuance of 640,000 common shares at a value of $0.25 per common share.

Shares to be issued
As at January 31, 2022, the Company has received cash of $40,000 in respect of the fifth round of the Private Placement, which closed on January 31, 2023.

For the period ended January 31, 2023:

Fifth Round
On January 31, 2023, the fifth round of the Private Placement closed and the Company raised $70,000 via the issuance of 140,000 common shares at a value of $0.50 per common share. As a result of the closing of the fifth round of the Private Placement, the Company reclassified $40,000 recorded as Shares to be Issued to Share Capital on the statement of financial position.

c) Warrants

As at January 31, 2023 and January 31, 2022, the Company had Nil outstanding warrants and no warrant transactions during the periods then ended.

d) Options

As at January 31, 2023 and January 31, 2022, the Company had Nil outstanding stock options and no stock option transactions during the periods then ended.

8. LOAN RECEIVABLE

On January 24, 2022, the company entered into a long-term loan agreement (the "Loan Receivable") whereby the Company loaned $30,000 to a director of the Company (Note 6). The Loan Receivable is unsecured and carries an interest rate of 10% per annum with a maturity date of January 24, 2024. The Loan Receivable was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortised cost of $27,220, with a reduction to share capital of $2,780 as a capital distribution to a related party. During the period ended January 31, 2023, the Company recorded accretion and interest of $4,149 (2022 - $78) on the loan receivable. As at January 31, 2023, the balance of the Loan Receivable was $31,447 (2022 - $27,298).

9. SEGMENTED INFORMATION

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.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT

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 enters into financial instruments to finance its operations in the normal course of business. The fair values of cash and accounts payable approximate their carrying values due to the short-term maturity of these instruments.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at January 31, 2023 as follows:

		Level 1	Level 2	Level 3		Total
Financial Assets						
Cash	$	186,542	-	-	$	186,542
	$	186,542	-	-	$	186,542

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

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company does not have exposure to foreign exchange fluctuation as at January 31, 2023.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to ash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

(Expressed in Canadian Dollars)

10. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

Price risk
The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

Capital management
The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. INCOME TAXES

The income taxes shown in the Statements of Loss and Comprehensive Loss differ from the amounts obtained by applying statutory rates to the loss before income taxes due to the following:

	2023	2022
Statutory tax rate	11.0%	11.0%
Income (loss) before income taxes	$ (182,522)	$ 12,411
Expected income tax expense (recovery)	(20,077)	1,365
Increase (decrease) in income tax recovery resulting from:		
Items deductible and not deductible for income tax purposes	(126)	-
Current and prior tax attributes not recognized	18,838	-
Income tax expense (recovery)	$ (1,365)	$ 1,365
Current income tax expense (recovery)	$(1,365)	$1,365
Deferred income tax expense (recovery)	-	-
Income tax expense (recovery)	$(1,365)	$1,365

(Expressed in Canadian Dollars)

11. INCOME TAXES (CONTINUED)

Details of deferred tax assets are as follows:

	2023	2022
Non-capital losses	$ 8,097	$-
Resource expenditures	10,741	-
Less: Unrecognized deferred tax assets	(18,838)	-
Deferred income tax assets	$ -	$ -

The Company has approximately $74,000 of non-capital losses available, which will expire in 2043 and may be applied against future taxable income. The Company also has approximately $148,000 of mineral resource tax pools that may be carried forward indefinitely and applied against future taxable income. As at January 31, 2023 the net amount which would give rise to a deferred income tax asset has not been recognized as it is not probable that such benefit will be utilized in the future years.

12. SUBSEQUENT EVENT

On April 4, 2023, the company and the optionor amended the payment date of the $50,000 option payment due on the anniversary date to April 30, 2023 and the date of the mineral property expenditures of $60,000 on or before the first anniversary of the Effective Date, to June 30, 2023 (Note 4).

SCHEDULE "B"

MANGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JANUARY 31, 2023

AI CENTRIX RESOURCE HOLDINGS INC.
(formerly AI CENTRIX TECHNOLOGIES CORP.)

MANAGEMENT DISCUSSION AND ANALYSIS
For the periods ended January 31, 2023 and 2022

1.1 Date and Subject of Report

This Management's Discussion and Analysis (this "MD&A" or "Report") of the financial condition of AI Centrix Resource Holdings Inc., formerly AI Centrix Technologies Corp. ("AI Centrix" or the "Company") and results of operations of the Company for the year ended January 31, 2023, has been prepared by management in accordance with the requirements under National Instrument 51-102 – *Continuous Disclosure Obligations* as at January 31, 2023. The Report should be read in conjunction with the audited financial statements and related notes thereto of the Company as at and for year ended January 31, 2023 (the "Financial Statements"). The Financial Statements are presented in accordance with International Financial Reporting Standards ("IFRS"), and AI Centrix' accounting policies are described in Note 3 of the Financial Statements. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

The Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. Please refer to the risks and cautionary notices of this MD&A. Additional information relating to the Company may be found on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") (www.sedar.com).

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but are not limited to the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunities. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these forward- looking statements. Readers should not put undue reliance on forward-looking information.

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

1.2 Overview and Description of Business

The Company was incorporated on February 19, 2021 under the laws of British Columbia, Canada. The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. On June 23, 2022, the Company changed its name to AI Centrix Resource Holdings Inc.

(Expressed in Canadian Dollars)

1.2 Overview and Description of Business (Continued)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the pandemic's impact on its business, results of operations, financial position and cash flows in the future.

1.3 Overall Performance

- During the period ended January 31, 2023, the Company entered into an option agreement in respect of a the Sylvest mineral property asset.
- During the period, the Company closed the fifth round of its private placement whereby an additional $30,000 was received. Accordingly, $40,000 was reclassified from Shares to be Issued to Common Share Capital.

Mineral Properties

On April 6, 2022 (the "Effective Date") and amended on April 4, 2023, the Company entered into a mineral property option agreement (the "Option Agreement") whereby it has the option to acquire a 100% undivided interest over a four-year period in two mineral claims in the Sylvest property, located in the Omineca Mining Division, British Columbia, Canada. Under terms of the Option Agreement, the Company must pay $1,000,000 in cash or a combination of cash and common shares as follows:

- $50,000 within 90 days of Effective Date (paid October 27, 2022)
- $50,000 on the first anniversary of the Effective Date and extended to April 30, 2023
- $100,000 on the second anniversary of the Effective Date
- $300,000 on the third anniversary of the Effective Date
- $500,000 on the fourth anniversary of the Effective Date

In addition to the payment of $1,000,000 by way of cash or common shares of the Company, the Company must also incur $1,430,000 of mineral property expenditures as follows:

- $40,000 within 90 days of the Effective Date (met)
- $60,000 on or before the first anniversary of the Effective Date and extended to June 30, 2023
- $80,000 on or before the second anniversary of the Effective Date
- $250,000 on or before the third anniversary of the Effective Date
- $1,000,000 on or before the fourth anniversary of the Effective date

The following is the Company's exploration and evaluation expenditures as at January 31, 2023:

	Sylvest Property	Total
Acquisition Costs		
Balance January 31, 2022	$ -	$ -
Additions	50,000	50,000
Balance, January 31, 2023	**$ 50,000**	**$ 50,000**

1.3 Overall Performance (continued)

(Expressed in Canadian Dollars)

The following table shows the activity by category of exploration:

Exploration Expenditures	**January 31, 2023 ($)**	**January 31, 2022 ($)**
Geophysical surveying	38,966	-
Geochemical surveying and analysis	43,796	-
Geological consulting	14,875	-
Total	**97,637**	-

Equity Transactions

During the period ended January 31, 2023, the following transactions took place:

Fifth Round
On January 31, 2023, the fifth round of the Private Placement closed and the Company raised $70,000 via the issuance of 140,000 common shares at a value of $0.50 per common share. As a result of the closing of the fifth round of the Private Placement, the Company reclassified $40,000 recorded as Shares to be Issued to Share Capital on the statement of financial position.

During the period ended January 31, 2022, the following transactions took place:
On February 19, 2022 within the course of incorporation, the Company issued one common shares for proceeds of $1 to the incorporator.

During the period ended January 31, 2022, the Company closed on the first, second, third and fourth round of a multiple stage non-brokered private placement (the "Private Placement"). There were no fees paid in respect of the Private Placement.

First Round
On February 19, 2021, the first round of the Private Placement closed and the company raised $11,000 via issuance of a total of 2,200,000 common shares at a value of $0.005 per common share.

Second Round
On November 15, 2021, the second round of the private placement closed and the company raised $96,000 via issuance of a total of 4,800,000 common share at a value of $0.02 per common share.

Third Round
On January 19, 2022, the third round of the private placement closed and the company raised $143,985 via the issuance of a total of 1,439,850 common shares at a value of $0.10 per common share.

Fourth Round
On January 31, 2022, the fourth round of the private placement closed and the Company raised $160,000 via the issuance of 640,000 common shares at a value of $0.25 per common share.

Shares to be issued
As at January 31, 2022, the Company has received cash of $40,000 in respect of the fifth round of the Private Placement, which closed on January 31, 2023.

1.3 Overall Performance (continued)

(Expressed in Canadian Dollars)

As at January 31, 2023, the Company had 9,219,851 (FY 2022-9,079,851) common shares issued and outstanding.

1.4 Selected Annual Information

	Year ended January 31, 2023	Year ended January 31, 2022
Total Revenue	$ Nil	$ Nil
Net Income (loss) and comprehensive income (loss)	$ (181,157)	$ 11,046
Earnings (loss) per share	$ (0.02)	$ 0.00
Total Assets	$ 310,595	$ 466,031
Total long-term liabilities	$ Nil	$ Nil
Cash dividends declared per share for each class of share	$ Nil	$ Nil

1.5 Results of Operations

For the three months ended January 31, 2023 and 2022

For the three months ended January 31, 2023, the Company incurred a loss and comprehensive loss of $44,881 as compared to a loss and comprehensive loss of $6,387 during the same period in the previous fiscal year. This represents an increase in the loss and comprehensive loss of $38,494 during the three month period ended January 31, 2023 versus the same period in the directly preceding year. The increase in the loss and comprehensive loss during the three month period ended January 31, 2023 is primarily attributed to professional fees of $10,000 (2022 - $4,500), consulting fees of $20,000 (2022 - $nil). The increase in expense during the three month period ended January 31, 2023 is directly attributed to the increased operational activity of the Company surrounding its investment in the Sylvest mineral property asset.

For the year ended January 31, 2023 and 2022

During the period ended January 31, 2023, the Company reported net loss and comprehensive loss of $181,157 versus net income and comprehensive income of $11,046 during the same period in the directly preceding fiscal year. This represents an increase in the loss and comprehensive loss of $192,203 period over period. The increase in the loss and comprehensive loss is primarily attributed to management and consulting fees of $61,000 (2022 - $nil), exploration expenditure of $97,637 (2022- $nil), professional fees of $26,927 (2022 - $4,500), a reduction in income earned for consulting services of

1.5 Results of Operations (continued)

(Expressed in Canadian Dollars)

$18,000 (2022 - $18,000, 2023 – nil), offset by an increase in interest income on the Loan Receivable of $4,149 (2022 - $78). The increase in expense during the three month period ended January 31, 2023 is directly attributed to the increased operational activity of the Company surrounding its investment in the Sylvest mineral property asset.

1.6 Summary of Quarterly Results

The following is a summary of financial information concerning the Company for the reported quarters as outlined:

2023 Quarterly Results	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenue	$ -	$ -	$ -	$ -
Income (loss) and comprehensive income (loss)	$ 865	$ (134,681)	$ (2,459)	$ (44,881)
Basic and diluted gain (loss) per share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.00)
Total Assets	$ 466,896	$ 346,963	$ 374,838	$ 310,595
Working Capital surplus (deficiency)	$ 460,117	$ 325,435	$ 302,976	$ 258,095

2022 Quarterly Results	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenue	$ -	$ -	$ -	$ -
Income (loss) and comprehensive income (loss)	$ (483)	$ 9,000	$ 8,916	$ (6,387)
Basic and diluted gain (loss) per share	$ (483)	$ 9,000	$ (0.02)	$ (0.00)
Total Assets	$ 1	$ 9,001	$ 128,917	$ 466,031
Working Capital surplus (deficiency)	$ (482)	$ 8,518	$ 128,434	$ 459,252

1.7 Liquidity and Capital Resources

As at January 31, 2023, the Company reported a working capital of $258,095 consisting of cash of $186,542, prepaid expenses of $34,141, income tax receivables of $8,465, loan receivable of $31,447, less trade payables and accrued liabilities of $2,500.

During the period ended January 31, 2023 the company generated a net loss and comprehensive loss of $181,157 (accumulated deficit of $170,111).

The continuation of the Company as a going concern is dependent upon its ability to raise additional capital or debt financing on reasonable terms in order to meet business objectives towards achieving profitable operations.

1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Financial Instruments and Risk Management (continued)

Early Stage - Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial metal reserves. Mining and development risks always accompany anticipated rewards, and uncertainties always exist where

mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating

conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Title Risks

Title to exploration and evaluation assets 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 history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely

1.9 Financial Instruments and Risk Management (continued)

affect the Company's ability to acquire suitable properties or prospects in the future. The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Conflicts of Interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent

that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act, British Columbia ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Core Business

The Company's business is focused on the acquisition, exploration and development of mineral resource properties located in Canada. It will require significant risk and capital for the Company working towards establishing viable business in the sector, if ever. There can be no assurance that the Company ever becomes established or profitable in the sector, even with significant capital investment and business expertise.

1.9 Financial Instruments and Risk Management (Continued)

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Reliance on Key Personnel and Advisors

The Company relies heavily on its executive officers and directors, along with key business consultants. The loss of their services would have a material adverse effect on the business of the Company. There can be no assurance that executive officers and key business consultants engaged by the Company will continue to provide services in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company does not presently have exposure to foreign exchange volatility.

Credit risk

The Company currently holds its cash at large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company intends to maintain cash deposits with a Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

1.10 Transactions with Related Parties

As at January 31, 2023, the Company had a prepayment of $12,500 (2022 - $12,500) for consulting services to be rendered by a director or officer of the Company, Derrick Gaon.

During the period ended January 31, 2023, the Company advanced $nil (2023 - $30,000) to a director and officer of the Company, Derrick Gaon, by way of a loan (see note 7).

During the period ended January 31, 2023, the Company incurred consulting fees of $25,000 (2022 - $nil) that were rendered by directors of the Company, Ron Ozols and Derrick Gaon.

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

1.11 Subsequent Events

On April 4, 2023, the Company entered into an amendment to the Option Agreement. In accordance with the amended Option Agreement, certain terms were agreed to surrounding the cash payment and exploration spend requirements under the original agreement. Specifically, the cash payment and exploration expense spend requirement as of the first anniversary of the Effective date was extended to April 30, 2023 and June 30, 2023 respectively. No other modifications were made to the terms of the Option Agreement.

1.12 Critical Accounting Estimates

Not applicable.

1.13 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the audited financial statements of the Company, as at and for the period ended January 31, 2023.

1.14 Financial Instruments and Other Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date. 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 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

1.14 Financial Instruments and Other Instruments (Continued)

(Expressed in Canadian Dollars)

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 as at January 31, 2023 are as follows:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 186,542	-	-	$ 186,542
	$ 186,542	-	-	$ 186,542

1.15 Other Requirements

Summary of Outstanding Share Data as of January 31, 2023:

Authorized: Unlimited number of common shares without par value.
Issued and outstanding: 9,219,851
Stock options outstanding: nil
Warrants outstanding: nil

As of the date of this MD&A (April 13, 2023) the Outstanding Share Data is as follows:

Authorized: Unlimited number of common shares without par value.
Issued and outstanding: 9,219,851
Stock options outstanding: nil
Warrants outstanding: nil

1.16 ADDITIONAL DISCLOSURES

Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future.. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

1.16 ADDITIONAL DISCLOSURES (CONTINUED)

Proposed Transactions

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of certain business opportunities.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets or discusses periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Forward Looking Information

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in the Company's financial statements, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Examples of such forward looking statements include statements regarding financial results and expectations for fiscal 2022, future anticipated results of developments including, but not limited to conclusions of economic evaluations, and the possibility that future business opportunities, development or business results will not be consistent with the Company's expectations, demand for healthcare technologies, currency exchange rates, political and operational risks inherent in developing healthcare technologies or healthcare development activities, legislative factors relating to operations, licenses, prices, taxes, royalties, tariffs are/or may be based on assumptions and/or estimates related to future economic, market and other conditions. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements.

Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without limitation, under the heading "Risks and Uncertainties" and/or the financial statements and include unanticipated and/or unusual events as well as actual results of planned business and programs and associated risk. Many of such factors are beyond the Company's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty.

Forward-looking statements are made based upon management's beliefs, estimates and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date

Subsequent to the date of this MD&A. Additional information, including interim and annual financial statements, any management information circulars and other disclosure documents, may also be examined and/or obtained through the Internet by accessing the SEDAR website at www.sedar.com

SCHEDULE ‘C’

AUDIT COMMITTEE CHARTER

AI CENTRIX RESOURCE HOLDINGS INC.
(THE "COMPANY")

AUDIT COMMITTEE CHARTER

MANDATE

The primary function of the Audit Committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

COMPOSITION

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

MEETINGS

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

a. Review and update this Charter annually.

b. Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. External Auditors

a. Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

b. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

c. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

d. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

e. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

f. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

g. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

h. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

i. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and;

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee

3. <u>Financial Reporting Processes</u>

a. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

b. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

c. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

d. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

e. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

f. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

g. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

h. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

i. Review certification process.

j. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

RISK MANAGEMENT

1. To review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).

2. To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.

3. To request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.

4. To assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

OTHER

Review any related-party transactions.

SCHEDULE 'D'

STOCK OPTION

PLAN & CODE OF

CONDUCT

AI CENTRIX RESOURCE HOLDINGS INC.

STOCK OPTION PLAN

This stock option plan has been adopted by the directors of AI Centrix Resource Holdings Inc. in connection with its application forlisting of its common shares on the Canadian Securities Exchange as governed by their Policy 6 (Subsection 5 "Incentive Stock Options"). Notwithstanding anything herein to the contrary, the terms of this stock option plan and the terms of all options granted pursuant to this stock option plan shall include all terms, conditions and restrictions provided by Policy 6 as if such terms, conditions and restrictions were reproduced herein. In the event of any inconsistency between Policy 6 and this stock option plan, Policy 6 shall prevail.

PART 1
INTERPRETATION

1.1 Definitions. In this Plan the following words and phrases shall have the following meanings, namely:

(a) "Affiliate" means a company that is a parent or subsidiary of the Company, or that is controlled by the same person as the Company;

(b) "Associate" means, where used to indicate a relationship with any person:

(i) a partner, other than a limited partner, of that person;

(ii) a trust or estate in which that person has a substantial beneficial interest or for which that person serves as trustee or in a similar capacity;

(iii) a company in respect of which that person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the company; or

(iv) a relative, including the spouse or child, of that person or a relative of that person's spouse, where the relative has the same home as that person;

and for the purpose of this definition, "spouse" includes an individual who is living with another individual in a marriage-like relationship.

(c) "Board" means the Board of Directors of the Company or, if applicable, the Committee.

(d) "Change of Control" means the acquisition by any person or by any person and a Joint Actor, whether directly or indirectly, of voting securities of the Company, which, when added to all other voting securities of the Company at the time held by such person or by such person and a Joint Actor, totals for the first time not less than 50% of the outstanding voting securities of the Company or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board.

(e) "Committee" means a committee of the Board appointed in accordance with this Plan or, if no such committee is appointed, the Board itself.

(f) "Company" means Evolution Global Frontier Ventures Corp.

(g) "Consultant" means, in relation to the Company, an individual (or a company wholly-owned by an individual) who:

(i) provides ongoing consulting services to the Company or an Affiliate of the

Company under a written contract;

(ii) possesses technical, business or management expertise of value to the Company or an Affiliate of the Company;

(iii) spends a significant amount of time and attention on the business and affairs of the Company or an Affiliate of the Company; and

(iv) has a relationship with the Company or an Affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company.

(h) "Corporation" means unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

(i) "CSE" means the Canadian Securities Exchange.

(j) "Director" means any director of the Company or of any of its subsidiaries.

(k) "Eligible Person" means a bona fide Director, Officer, Employee or Consultant, or a corporation wholly owned by such Director, Officer, Employee or Consultant.

(l) "Employee" means:

(i) an individual who is considered an employee of the Company or any of its subsidiaries under the *Income Tax Act* (i.e. for whom deductions (income tax, UIC and CPP) must be made at source);

(ii) an individual who works full-time for the Company or any of its subsidiaries providing services normally provided by an employee and is subject to the same control and direction by the Company or its subsidiary over the detail and methods of work as an employee of the Company or its subsidiary, but for whom income tax deductions are not made at source; or

(iii) a part-time dependent contractor, that is an individual who works for the Company or any of its subsidiaries on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and is subject to the same control and direction by the Company or its subsidiary over the details and methods of work as an employee of the Company or its subsidiary, but for whom income tax deductions are not made at source;

and includes Management Company Employees and Consultants.

(m) "Exchange" means the CSE or any other stock exchange on which the Shares are listed for trading.

(n) "Exchange Policies" means the policies and related rules of the Exchange governing the granting of stock options by the Company, as amended from time to time.

(o) "Expiry Date" means a date not later than 5 years from the date of grant of an option;

(p) "Income Tax Act" means the *Income Tax Act* (Canada), as amended from time to time.

(q) "IR service provider" means a Person who, employed or retained as a Consultant by or on behalf of the Company, engages in activities that promote or reasonably could be expected to promote the purchase or sale of securities of the Company.

(r) "Joint Actor" means a person acting jointly and in concert with another person.

(s) "Management Company Employee" means an individual employed by a person providing management services to the Company, which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a person engaged as an IR service provider.

(t) "Market Price" means, subject to the exceptions prescribed by the Exchange from time to time, the greater of the closing market price of the Shares on: (a) the last trading day immediately preceding the date of grant of an option; and (b) the date of grant of an option.

(u) "Officer" means any senior officer of the Company or of any of its subsidiaries.

(v) "Optionee" means an Eligible Person that is granted options under this Plan.

(w) "Person`` means an individual or a Corporation.

(x) Plan" means this stock option plan, as may be amended from time to time.

(y) "Securities Act" means the *Securities Act* (British Columbia), as amended from time to time.

(z) "Shares" means common shares without par value in the capital of the Company.

1.2 Gender. Throughout this Plan, words importing the masculine gender shall be interpreted as including the female gender.

1.3 Governing Law. The validity and construction of this Plan shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

PART 2
PURPOSE OF PLAN

2.01 Purpose. The purpose of this Plan is to attract and retain Consultants, Employees, Officers and Directors and to motivate them to advance the interests of the Company by affording them the opportunity to acquire an equity interest in the Company through options granted under this Plan to purchase Shares.

PART 3
GRANTING OR AMENDING OF OPTIONS

3.1 Administration. This Plan shall be administered by the Board or, if the Board so elects, by a committee (consisting of not less than two (2) of its members) appointed by the Board.

3.2 Committee's Recommendations. The Board may accept all or any part of the recommendations of any committee appointed under Section 3.1 or may refer all or any part thereof back to the Committee for further consideration and recommendation.

3.3 Grant by Resolution. The Board, on its own initiative or, if a committee of the Board shall have been appointed for the purpose of administering this Plan, upon the recommendation of such committee, may by resolution designate those Eligible Persons to whom options should be granted (unless the Committee has been authorized by the Board to pass such resolution in which case they may do as so authorized).

3.4 **Terms of Options.** The resolution of the Board, or the committee if applicable, shall specify the number of Shares that should be placed under option for each Optionee, the price per Share to be paid upon exercise of the options, and the period during which such options may be exercised, such period not to exceed 5 years.

3.5 Written Agreements. Every option granted under this Plan shall be evidenced by a written agreement between the Company and the Optionee and, where not expressly set out in the agreement, the provisions of such agreement shall conform to and be governed by this Plan. In the event of any inconsistency between the terms of the agreement and this Plan, the terms of this Plan shall govern.

3.6 Regulatory Approvals. The Board shall obtain all necessary regulatory approvals, which may be required under applicable securities laws or the rules or policies of the Exchange. The Board shall also take reasonable steps to ensure that no options granted under the Plan, or the exercise thereof, shall violate the securities laws of the jurisdiction in which any optionee resides.

3.7 Amendment of Options. Options may also be amended under this Plan, whether granted under this Plan or otherwise, and the terms of this Plan shall apply mutatis mutandis.

3.8 Withholding Taxes. If the Company is required under the Income Tax Act or any other applicable law to make source deductions in respect of Employee stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of any Shares upon the exercise of options, then any Optionee who is deemed an Employee shall:

(a) pay to the Company, in addition to the exercise price for such options, the amount necessary to satisfy the required tax remittance as is reasonably determined by the Company;

(b) authorize the Company, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Company determines a portion of the Shares issued upon the exercise of such options to realize proceeds to be used to satisfy the required tax remittance; or,

(c) make other arrangements acceptable to the Company to satisfy the required tax remittance.

PART 4
CONDITIONS GOVERNING THE GRANTING AND EXERCISING OF OPTIONS

4.1 **Exercise Price.** The exercise price of options granted under this Plan shall not be less than the Market Price.

4.2 Notice. The Company must comply with Exchange Policy by posting notice (currently, in Form 11) each time options are granted to Eligible Persons.

4.3 **Expiry Date**. Each option shall, unless sooner terminated, expire on a date to be determined by the Board which will not exceed 5 years.

4.4 **Number of Shares**. The number of Shares reserved for issuance to any one person pursuant to options granted under this Plan shall not exceed 5% of the issued and outstanding Shares at the time of granting of the options.

4.5 Death of Optionee. If an optionee dies prior to the expiry of his option, his legal representatives may, by the earlier of:

(a) one year from the date of the optionee's death (or such lesser period as may be specified by the Board at the time of granting the option); and

(b) the expiry date of the option;

exercise any portion of such option.

4.6 **Expiry on Termination or Cessation**. If an optionee ceases to be an Eligible Person for any reason other than death, such optionee`s options shall terminate within a reasonable time as specified by the Board at the time of granting the options, such period not to exceed a period of one year from the date of termination, and all rights to purchase Shares under such options shall cease and expire and be of no further force or effect.

4.7 Leave of Absence. Employment shall be deemed to continue intact during any sick leave or other bona fide leave of absence if the period of such leave does not exceed 90 days or, if longer, for so long as the optionee's right to reemployment is guaranteed either by statute or by contract. If the period of such leave exceeds 90 days and the optionee's reemployment is not so guaranteed, then his employment shall be deemed to have terminated on the ninety-first day of such leave.

4.8 Assignment. No options granted under this Plan or any right thereunder or in respect thereof shall be transferable or assignable otherwise than by will or pursuant to the laws of succession except that, if permitted by the rules and policies of the Exchange, an optionee shall have the right to assign any option granted to him hereunder to a trust or similar legal entity established by such optionee.

4.9 Notice of Exercise. Options shall be exercised only in accordance with the terms and conditions of the agreements under which they are respectively granted and shall be exercisable only by notice in writing to the Company at its principal place of business.

4.10 Payment. Subject to any vesting requirements described in each individual option agreement, options may be exercised in whole or in part at any time prior to their lapse or termination. The exercise price of all options must be paid in cash. Shares purchased by an optionee on exercise of an option shall be paid for in full at the time of their purchase (i.e. concurrently with the giving of the requisite notice).

4.11 Evidence of Share Ownership. Within a reasonable time after due exercise of an option, the Company shall issue to the Optionee evidence of ownership of the Shares with respect to which the option has been exercised. Such evidence may be by way of direct registration advice or share certificate at the discretion of the Company provided however if the Optionee requests a share certificate, the Optionee will pay the Company for any additional issuance costs of the Company's transfer agent. Until the issuance of such evidence of share ownership, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to such Shares, notwithstanding the exercise of the option. No adjustment will be made for a dividend or other right for which the record date is prior to the date the share certificate is issued, except as provided in Part 6 hereof.

4.12 Vesting. Subject to the discretion of the Board, the options granted to an optionee under this Plan shall fully vest on the date of grant of such options.

PART 5
RESERVE OF SHARES FOR OPTIONS

5.1 **Maximum Number of Shares Reserved Under Plan**. Subject to adjustment as provided in PART 6, the aggregate number of Shares which may be subject to issuance pursuant to options granted under this Plan shall not exceed 10% of the issued and outstanding Shares of the Company at the time the options are granted. The aggregate number of shares to be delivered upon the exercise of all options granted under this Plan shall not exceed the maximum number of shares permitted under the rule of any stock exchange on which Shares are then listed or other regulatory body having jurisdiction.

5.2 Sufficient Authorized Shares to be Reserved. Whenever the Articles of the Company limit the number of authorized Shares, a sufficient number of Shares shall be reserved by the Board to satisfy the exercise of options granted under this Plan or otherwise. Shares that were the subject of options that have lapsed or terminated shall thereupon no longer be in reserve and may once again be subject to an option granted under this Plan.

PART 6
CHANGES IN SHARES

6.1 Share Consolidation or Subdivision. In the event that the Shares are at any time subdivided or consolidated, the number of Shares reserved for option and the price payable for any Shares that are then subject to option shall be adjusted accordingly.

6.2 Stock Dividend. In the event that the Shares are at any time changed as a result of the declaration of a stock dividend thereon, the number of Shares reserved for option and the price payable for any Shares that are then subject to option may be adjusted by the Board to such extent as they deem proper in their absolute discretion.

6.3 Reorganization. Subject to any required action by its shareholders, if the Company shall be a party to a reorganization, merger, dissolution or sale or lease of all or substantially all of its assets, whether or not the Company is the surviving entity, the option shall be adjusted so as to apply to the securities to which the holder of the number of shares of capital stock of the Company subject to the option would have been entitled by reason of such reorganization, merger or sale or lease of all or substantially all of its assets, provided however that the Company may satisfy any obligations to an optionee hereunder by paying to the said optionee in cash the difference between the exercise price of all unexercised options granted hereunder and the fair market value of the securities to which the optionee would be entitled upon exercise of all unexercised options, regardless of whether all conditions of exercise relating to continuous employment have been satisfied. Adjustments under this paragraph or any determinations as to the fair market value of any securities shall be made by the Board, or any committee thereof specifically designated by the Board to be responsible therefor, and any reasonable determination made by the said Board or committee thereof shall be binding and conclusive.

6.4 Rights Offering. If at any time the Company grants to the holders of its capital stock rights to subscribe for and purchase pro rata additional securities of the Company or of any other corporation or entity, there shall be no adjustments made to the number of shares or other securities subject to the option in consequence thereof and the said stock option of the optionee shall remain unaffected.

PART 7
EXCHANGE'S RULES AND POLICIES APPLY

7.01 Exchange's Rules and Policies Apply. This Plan and the granting and exercise of any options hereunder are also subject to such other terms and conditions as are set out from time to time in the rules and policies on stock options of the Exchange and any securities commission having jurisdiction and such rules and policies shall be deemed to be incorporated into and become a part of this Plan. In the event of an inconsistency between the provisions of such rules and policies and of this Plan, the provisions of such rules and policies shall govern.

PART 8
AMENDMENT OF PLAN

8.1 Board May Amend. Subject to Part 5 the Board may, by resolution, amend or terminate this Plan, but no such amendment or termination shall, except with the written consent of the Optionees concerned, affect the terms and conditions of options previously granted under this Plan which have not then been exercised or terminated.

PART 9
MISCELLANEOUS PROVISIONS

9.1 Other Plans Not Affected. This Plan shall not in any way affect the policies or decisions of the Board in relation to the remuneration of Directors, Officers and Employees.

9.2 Effective Date of Plan. This Plan shall become effective upon receipt of shareholder approval.

9.3 Use of Proceeds. Proceeds from the sale of Shares pursuant to the options granted and exercised under the Plan shall constitute general funds of the Company and shall be used for general corporate purposes.

9.4 Headings. The headings used in this Plan are for convenience of reference only and shall not in any way affect or be used in interpreting any of the provisions of this Plan.

9.5 No Obligation to Exercise. Optionees shall be under no obligation to exercise options granted under this Plan.

9.6 Termination of Plan. This Plan shall only terminate pursuant to a resolution of the Board or the Company's shareholders.

AI CENTRIX RESOURCE HOLDINGS INC.
(THE "COMPANY")

CODE OF BUSINESS CONDUCT

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1. PURPOSE

The Code of Business Conduct (the "**Code**") of the Company is a guide that highlights key issues and identifies policies and resources to help employees, consultants, officers and directors of the Company (the "**Representatives**") reach appropriate decisions. The Code is neither a contract nor a comprehensive manual that covers every situation that might be encountered.

2. RESPONSIBILITY AND ACCOUNTABILITY

All Representatives have the personal responsibility to make sure that their actions conform to the Code and the laws that apply to their work. Any questions or concerns about illegal or unethical acts should be discussed with management. Failure to abide by the Code or the law may lead to appropriate disciplinary measures, up to and including dismissal.

All Representatives are expected to read the entire Code.

3. ADDITIONAL RESPONSIBILITIES OF EMPLOYEES IN POSITIONS OF SENIOR MANAGEMENT

Employees in positions of senior management are expected to lead according to high standards of ethical conduct, in both words and actions. Managers are responsible for promoting open and honest two-way communications with Representatives. Managers must be role models who show respect and consideration for everyone involved with the Company. Managers must be diligent in looking for indications that unethical or illegal conduct has occurred. Anyone having a concern about unethical or illegal activities is expected to inform their manager and take appropriate and consistent action.

4. RESPONSIBILITY TO EMPLOYEES AND CONSULTANTS

All employees, consultants, officers and directors of the Company will treat each other with respect and fairness at all times, valuing the difference of diverse individuals with various backgrounds. Employment decisions will be based on business reasons, such as qualifications, talents and achievements, and will comply with all applicable employment laws.

A. Harassment

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Representatives are encouraged to speak out when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs.

Threats or acts of violence or physical intimidation are prohibited.

B. Safety and Health

All Representatives are responsible for maintaining a safe workplace by following safety and health rules and practices and are further responsible for immediately reporting accidents, injuries, and unsafe equipment, practices or conditions to a supervisor or other designated person. The Company strives to keep its workplaces free from hazards.

In order to protect the safety of all employees, all Representatives must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

C. Responsibility to Business Partners

Neither the Company nor the Representatives will do business with others who are likely to harm the Company's reputation, including, for example, those who intentionally and continually violate laws including, but not limited to, environmental, employment, safety and anti-corruption statutes. All arrangements with third parties must comply with the policies of the Company as outlined in the Code and applicable laws. Neither the Company nor the Representatives will use a third party to perform any act prohibited by law or by the Code.

D. Agents and Consultants

Commission rates or fees paid to agents, consultants or other similar parties must be reasonable in relation to the value of the product or work that is actually being done.

E. Subcontractors

Subcontractors play a vital role in the fulfillment of many of the Company's contracts. In some cases, subcontractors are highly visible to customers. It is therefore very important to ensure that subcontractors of the Company preserve and strengthen the Company's reputation by acting consistently with the Code.

F. Joint Ventures and Alliances

All Representatives will strive to ally with businesses that share the commitment of Representatives to ethics and also work to make the standards of any joint ventures compatible with those of the Company.

5. RESPONSIBILITY TO SHAREHOLDERS

All Representatives must be committed to managing business operations of the Company in the best interests of all shareholders and to act in what they perceive to be the best interests of shareholders.

All Representatives have a responsibility to protect the assets of the Company from loss, damage, misuse or theft. Assets of the Company may only be used for business purposes and other purposes approved by management and in any case may never be used for illegal purposes.

6. PROPIETARY INFORMATION

All Representatives will safeguard all proprietary information. Proprietary information includes any information that is not generally known to the public and is of value to the Company, or would be of value to competitors of the Company. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

7. INSIDE INFORMATION AND SECURITIES TRADING

No one is permitted to trade in securities of the Company or any other kind of property based on knowledge stemming from their position or employment with the Company where that information hasn't been reported publicly. Trading or "tipping" others who might make an investment decision based on inside job information violates several laws including provincial securities legislation. For example, using non-public information to buy or sell common shares, other securities of the Company or the stock of a supplier or customer of the Company is prohibited both by law and this Code. Each officer, director and employee shall receive and agree to be bound by the Company's Black-Out Policy as defined within the Company's Insider Trading Policy.

8. ACCURACY OF RECORDS OF THE COMPANY

Honest and accurate recording and reporting of information is essential in order to make responsible business decisions. All financial books, records and accounts of the Company must accurately reflect transactions and events, and conform both to the applicable accounting principles as well as to the internal controls of the Company.

9. BUSINESS COMMUNICATIONS

All business records and communications should be clear, truthful and accurate. Business records and communications may become public through litigation, government investigations or the media. Representatives should avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory remarks or characterizations of people and businesses. This applies to communications of all kinds, including e-mail and "informal" notes or memos. Records should always be retained and destroyed according to record retention policies of the Company.

10. RESPONSIBILITY TO COMPETITORS

Representatives must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other businesses, is prohibited.

If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if there are questions about the legality of information gathering, either management or, where appropriate, the Company's legal counsel should be consulted immediately.

11. PERSONAL COMMUNITY ACTIVITIES

Representatives are free to support community, charity and political organizations and causes of their choice, as long as it is made clear that their views and actions are not those of the Company. Outside activities must not interfere with job performance.

No Representative may pressure another employee to express a view that is contrary to a personal belief, or to contribute to or support political, religious or charitable causes.

12. ENVIRONMENT

All Representatives will respect the environment by complying with all applicable environmental laws. The Company is committed to the protection of the environment by minimizing the environmental impact of the Company's operations and operating its business in ways that will foster a sustainable use of the world's natural resources. Representatives must notify management if hazardous materials come into contact with the environment or are improperly handled or discarded.

13. RESPONSIBILITY TO GOVERNMENTS

A. *Compliance* With the Law

All Representatives are required to comply with all applicable laws and regulations where and when doing business on behalf of the Company. Representatives are also responsible for checking with management or, where appropriate, the Company's legal counsel, if there are any questions or concerns about the legality of an action. Representatives shall comply with all applicable antitrust and competition laws.

B. Political Activities

No one may, except with approval from management, make any political contribution on behalf of the Company or use the Company's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. This includes any contribution of value. Additionally, engaging in lobbying activities or pursuing government contacts on behalf of the Company, should be approved and coordinated with management.

14. CONFLICTS OF INTEREST

A. General Guidance

Business decisions and actions must be based on the best interests of the Company, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment made on behalf of the Company. General guidelines to assist in understanding several of the most common examples of situations that may cause a conflict of interest are listed below. However, directors, officers and employees are required to disclose to management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

B. Material Interest of Officers and Directors

The directors and officers of the Company shall comply with the provisions of the Company's Articles and By-laws in respect of any transaction or agreement in which a director or officer has a material interest.

C. Outside Employment

Representatives may not work for or receive payments for services from any competitor, customer, distributor, sub-contractor or supplier of the Company without approval of management. The skills acquired by Representatives and used for the benefit of the Company must not be used in such a way that could hurt the business of the Company.

D. Board Memberships

Employees of the Company serving on boards of directors or similar bodies for an outside company or government agency requires the approval of management. Such approval must be obtained in advance.

E. Family Members and Close Personal Relationships

No Representative may use his or her personal influence to persuade the Company to do business with a company in which their family members or friends have an interest.

F. Investments

No Representative may allow his or her investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Representative has an investment in a competitor, supplier, customer, or distributor and the decisions of the Representative may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management.

No Representative is permitted to buy, directly or indirectly, or otherwise acquire rights to any property or materials while possessing knowledge that the Company may be interested in pursuing such an opportunity and the information possessed by the Representative is not yet public.

G. Receiving Gifts

Representatives are prohibited from accepting kickbacks, lavish gifts or gratuities. Representatives may accept items of nominal value, but may not accept anything that might make it appear that their judgment regarding the Company would be compromised.

In certain rare situations, where it would be impractical or harmful to refuse or return a gift, the situation is to be discussed with management.

H. Giving Gifts

Where a situation calls for giving a gift or gifts, the Company's gifts must be legal, reasonable, and approved by management. No Representative may ever pay bribes.

No Representative will provide any gift if applicable law or the policy of the recipient's organization prohibits it. For example, the employees of many government entities around the world are prohibited from accepting gifts. If in doubt, check with management first.

Gifts are not always physical objects but may include services, favors or any other item of value.

15. ENTERTAINMENT

A. Receiving Entertainment

Representatives may accept entertainment that is reasonable in the context of the business and that advances the Company's interests. For example, accompanying a business associate to a local cultural or sporting event, or to a business meal, would in most cases be acceptable.

Entertainment that is lavish or frequent may appear to influence one's independent judgment on behalf of the Company. Where an invitation appears inappropriate, the offer must be turned down or the true value of the entertainment paid. Accepting entertainment that may appear inappropriate should be discussed with management in advance if possible.

B. Providing Entertainment

Representatives may provide entertainment that is reasonable in the context of the business. Any concern regarding the appropriateness of providing entertainment should be discussed with management in advance.

Applicable law may prohibit entertainment of government officials. Obtain approval from management in each instance.

16. TRAVEL

A. Acceptance of Travel Expenses

Employees may accept transportation and lodging provided by a supplier or other third party, provided the trip is for business purposes and is approved in advance by management. All travel expenses accepted must be accurately recorded in the relevant expense records.

B. Providing Travel

Unless prohibited by applicable law or the policy of the recipient's organization, the Company may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to a Company property. The visit must be for a business purpose, for example, on-site examination of equipment, contract negotiations or training.

Management must approve all travel expenses by government officials that are sponsored or paid for by the Company in advance.

17. MONITORING AND COMPLIANCE

This code shall be monitored by the directors of the Company. Management shall report to the directors on compliance with the Code no less frequently than annually. Any waivers from the Code requested by any officer or director shall be granted by the directors only.

18. HOW TO GET HELP

All questions about the Code should, in the first place, be directed to a supervisor or manager. Should it be inappropriate in the circumstances to discuss the issue with a supervisor, an alternate member of management or, where appropriate, the Company's legal counsel should be consulted.

CERTIFICATE OF THE COMPANY

Dated: April 26, 2023

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 British Columbia.

"Ron Ozols"
Ron Ozols
Chief Executive Officer

"Derrick Gaon"
Derrick Gaon
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Ron Ozols"
Ron Ozols
Director

"Kyle Bergstrom"
Kyle Bergstrom
Director

"Jordan Romano"
Jordan Romano
Director

"Cheuk Chung (Billy) Chan"
Cheuk Chung
(Billy) Chan
Director

CERTIFICATE OF THE PROMOTERS

Dated: April 26, 2023. 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 British Columbia.

"Ron Ozols"
Ron Ozols
Chief Executive Officer

"Derrick Gaon"
Derrick Gaon
Chief Financial Officer