

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons authorized to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "**U.S. Securities Act**") and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state laws or an exemption from such registration is available. See "Plan of Distribution" below.

PROSPECTUS

INITIAL PUBLIC OFFERING

November 5, 2021

PROSPERITY EXPLORATION CORP. (the "**Issuer**")

Type of Securities	OFFERING	
	Number of Securities	Price per Security
Common Shares	A minimum of 3,500,000 and a maximum of 4,000,000	\$0.10

This prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") in the provinces of British Columbia, Alberta and Ontario, through PI Financial Corp. (the "**Agent**"), of a minimum of 3,500,000 and a maximum of 4,000,000 common shares without par value (the "**Common Shares**") in the capital of the Issuer at a price of \$0.10 per Common Share (the "**Offering Price**") for aggregate gross proceeds of a minimum of \$350,000 and a maximum of \$400,000. See "**Description of Securities Distributed**" below. The Offering Price was determined by negotiation between the Issuer and the Agent.

	Price to Public	Agent Discounts or Commission ⁽¹⁾	Proceeds to Issuer ⁽²⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Minimum Offering	\$350,000	\$35,000	\$315,000
Maximum Offering	\$400,000	\$40,000	\$360,000

Notes:

⁽¹⁾ Pursuant to the terms and conditions of the Agency Agreement to be entered into between the Issuer and the Agent, the Issuer has agreed to pay the Agent upon closing of the Offering (the "**Closing**"), a cash commission (the "**Agent's Commission**") equal to 10% of the gross proceeds realized from the sale of the Common Shares under the Offering. In addition, the Agent will also receive that number of compensation options (the "**Compensation Options**") equal to 10% of the aggregate number of Common Shares issued in the Offering, which will entitle the Agent to purchase one Common Share

(each a "**Compensation Share**") at a price that is equal to the Offering Price for a period of 36 months following the date on which the shares of the Issuer are listed on the Exchange (the "**Listing Date**"). The Compensation Options are qualified compensation securities ("**Qualified Compensation Securities**") within the meaning of National Instrument 41-101 – General Prospectus Requirements ("**NI 41-101**") and are qualified for distribution by this Prospectus. See "**Plan of Distribution**" below. The Issuer has further agreed to pay the Agent a corporate finance fee (the "**Corporate Finance Fee**") of \$25,000, plus GST.

- (2) Before deducting expenses of the Offering, to be borne by the Issuer, estimated to be \$85,000. The Issuer will pay all the expenses associated with the Offering other than the Agent's Commission, which will be paid by the Issuer based on the number of Common Shares sold by the Agent pursuant to the Offering. The Issuer has paid the Agent a retainer of \$15,000 to be applied against the Agent's expenses incurred in connection with the Offering. See "**Plan of Distribution**".

The following table sets out the maximum number of securities issuable to the Agent assuming the Maximum Offering is completed:

Agent's Position	Size and Number of Securities Available	Exercise Period	Exercise Price
Compensation Option ⁽¹⁾	400,000 Compensation Options to acquire up to 400,000 Common Shares	For a period of 36 months following the date on which the shares of the Issuer are listed on the Exchange	\$0.10 per Compensation Option

Notes:

- (1) The Compensation Options are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

ADDITIONAL DISTRIBUTIONS

This Prospectus also qualifies for distribution 100,000 Common Shares issuable to the Optionor (as defined herein) in respect of the Silver Lake Property (as defined herein) pursuant to the Option Agreement (as defined herein). See "**Description of the Business**" and "**Plan of Distribution**" below.

Investing in the Common Shares is speculative, involves significant risks, and should only be made by persons who can afford the total loss of their investment. Prospective investors should carefully review and evaluate certain risk factors contained in this Prospectus before purchasing the Common Shares. See "Forward-Looking Information".

There is no market through which these securities may be sold, and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. The securities offered hereunder must be considered highly speculative due to the nature of the Issuer's business. See "Risk Factors" subsection under "Forward-Looking Information" below.

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

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange and has received conditional approval from the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange.

The Agent, as exclusive agent of the Issuer for the purposes of this Offering, offers the Common Shares for sale under this Prospectus at the Offering Price on a commercially reasonable efforts basis, in accordance with the Agency Agreement referred to under "**Plan of Distribution**" below and subject to the approval of certain legal matters on behalf of the Issuer by Richards Buell Sutton LLP and on behalf of the Agent by MLT Aikins LLP. No person is authorized to provide any information or to make any representation in connection with this Offering other than as contained in this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time without notice. The Common Shares will be issued as non-certificated book-entry securities through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. Consequently, purchasers of Common Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS.

AGENT

PI FINANCIAL CORP.
1900 - 666 Burrard Street
Vancouver, British Columbia
V6C 3N1

Telephone: (604) 664-2900
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ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

The co-author of the technical report dated effective January 21, 2021, and revised September 7, 2021, entitled "*Technical Report on the Silver Lake Property Omineca Mining Region, British Columbia, Canada*", John Buckle, P. Geo, is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future price of metals, historical estimates of mineralization, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of regulatory approvals. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for exploration work on the Silver Lake Property (as defined herein), general and administrative expenses, expectations generally regarding completion of this Offering, the ability of the Issuer to raise further capital for corporate purposes, the utilization of the net proceeds of the Offering, the Common Shares offered pursuant to this Offering being "qualified investments" under the Tax Act and the Regulations, the Issuer's proposed application to list the Common Shares on the Canadian Securities Exchange as of the day before the Closing of the Offering and anticipated timing thereof and treatment under applicable governmental regimes for permitting and approvals.

Such forward-looking information is based on a number of material factors and assumptions, including, but not limited in any manner, to the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, that financial markets will not in the long term be adversely impacted by the COVID-19 pandemic, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified work force and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Issuer considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to, risks and uncertainties disclosed in this Prospectus. The Issuer has no specific policies or procedures for updating forward-looking information. Forward-looking information is based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Issuer does not intend, and undertakes no obligation, to update any forward-looking information to reflect, among other things, new information or future events.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions made by management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Prospectus. These include, without limitation, assumptions about: favourable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the exploration and development of the Silver Lake Property and/or to acquire and explore and develop any additional properties and assets; future prices of metals, commodities and production costs; the timing and results of exploration and development programs; the geology of the Silver Lake Property being as described in the Technical Report; the accuracy of budgeted exploration and development costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Issuer is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals; requirements under applicable laws; sustained labour stability; stability in financial and capital

goods markets; availability of equipment; positive relations with indigenous and local groups and the Issuer's ability to meet its obligations under its agreements with such groups; the Issuer's ability to acquire and retain key personnel; and the Issuer's plans regarding social and environmental policies and practices.

While management considers the assumptions to be reasonable, the assumptions are inherently subject to significant business, economic, social, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Issuer and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Issuer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. Such risks include, without limitation:

- the impact of the novel coronavirus (“COVID-19”) as a global pandemic;
- natural disasters, political instability or other unforeseen events;
- resource exploration and development is speculative;
- mining activities are risky;
- the Issuer's insurance coverage may be inadequate to cover potential losses;
- the Issuer may incur losses and experience negative operating cash flow for the foreseeable future;
- precious metal prices are volatile and may be lower than expected;
- successful exploration activities on the Silver Lake Property depend on the skills of the Issuer's management and consultants;
- the directors and officers may have conflicts of interest with the Issuer;
- title to the Silver Lake Property may be in dispute;
- the Issuer's interest in the Silver Lake Property is held pursuant to an option agreement;
- Aboriginal title claims may impact the Issuer's interest in the Silver Lake Property;
- the Issuer may fail to obtain or renew necessary permits and licenses;
- the Issuer may be negatively impacted by changes to mining and environmental laws and regulations;
- compliance with environmental laws and regulations can be expensive;
- social and environmental activism can negatively impact exploration, development and mining activities;
- the Issuer may be subject to costly legal proceedings;
- the Issuer will incur increased costs as a result of complying with the reporting requirements, rules and regulations of being a public issuer;

- the Issuer may not use the proceeds from this Offering as described in this Prospectus;
- the Issuer may not be able to obtain sufficient capital to pursue all of its intended exploration activities or continue on a going concern basis;
- future acquisitions may require significant expenditures and may result in inadequate or delayed returns;
- there is no existing public market for the Common Shares;
- a stock exchange listing is not certain;
- dilution from equity financing could negatively impact holders of Common Shares;
- the price of the Common Shares offered under this Offering is a premium to the current book value per Common Share;
- equity securities are subject to trading and volatility risks;
- sales by existing shareholders can reduce share prices;
- the Issuer is not likely to pay dividends for an extended period of time;
- public companies are subject to securities class action litigation risk;
- global financial conditions can reduce the price of the Common Shares; and
- investors may lose their entire investment.

The Issuer cautions that the foregoing lists of important assumptions and factors are not exhaustive. Although the Issuer has attempted to identify significant factors that could cause actual results to be materially different from those described in forward-looking information, there may be other factors, events or circumstances that have not been identified that could also cause actual results, to differ materially. See “Risk Factors” for a discussion of certain factors investors should carefully consider before deciding to purchase the Common Shares. There can be no assurance that forward-looking information will prove to be accurate. Investors are cautioned against placing undue reliance on forward-looking information.

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, Canadian tax counsel to the Issuer, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares will each be a “qualified investment” under the Tax Act at the time of their acquisition by trusts governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), deferred profit sharing plan, registered disability savings plan (“**RDSP**”), registered education savings plan (“**RESP**”), or tax-free savings account (“**TFSA**”), each as defined in the Tax Act (each, a “**Registered Plan**”), provided that at such time either the Common Shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the Exchange) or the Issuer is a “public corporation”, as defined in the Tax Act.

The Common Shares are not currently listed on a “designated stock exchange” and the Issuer is not otherwise a “public corporation” (as such term is defined in the Tax Act). Counsel understands that the Issuer intends to apply to list the Common Shares on the Exchange and have such listing on the

Exchange occur as of Closing. If the Common Shares are not listed on the Exchange before Closing, then the Common Shares will not be “qualified investments” for a Registered Plan at the time of their issuance. Significant penalties may be applicable if Common Shares are acquired by a Registered Plan at a time that such securities are not “qualified investments” for the Registered Plan.

Prospective holders that intend to transfer Common Shares to a Registered Plan following completion of the Offering should consult their own tax advisors regarding the applicable tax consequences with respect to such transfer. Significant income tax and/or penalties may be payable as a consequence of such transfer.

Notwithstanding the foregoing, if any of the Common Shares are a “prohibited investment” for purposes of the Tax Act for an RRSP, RRIF, RESP, RDSP or TFSA, the annuitant under such RRSP or RRIF, the subscriber of such RESP, or the holder of such RDSP or TFSA, as the case may be, may be subject to a penalty tax under the Tax Act. The Common Shares will generally not be a “prohibited investment” for a particular trust governed by an RRSP, RRIF, RESP, RDSP or TFSA if the annuitant, subscriber or holder, as applicable: (i) deals at arm's length with the Issuer for purposes of the Tax Act; and (ii) does not have a “significant interest” (within the meaning of the Tax Act) in the Issuer or any other corporation that is related to the Issuer for purposes of the Tax Act. In addition, the Common Shares will not be a “prohibited investment” if such shares are “excluded property” (as defined in the Tax Act) for such RRSP, RRIF, RESP, RDSP or TFSA. **Prospective holders that intend to hold Common Shares in a TFSA, RRSP, RRIF, RDSP or RESP are urged to consult their own tax advisors, including in respect of whether the Common Shares will be a “prohibited investment” and/or “excluded property” in their particular circumstances.**

METRIC EQUIVALENTS

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To Metric	Multiply by
Acres	Hectares	0.404686
Feet	Metres	0.30480
Miles	Kilometres	1.609344
Tons	Tonnes	0.907185
Ounces (troy)/ton	Grams/Tonne	34.2857

GLOSSARY

"**Agency Agreement**" means the Agency Agreement to be entered into between the Agent and the Issuer.

"**Agent**" means PI Financial Corp.

"**Agent's Commission**" means the cash commission paid to the Agent equal to 10% of the gross proceeds in relation to this Offering.

"**Author**" means James M. Hutter, P. Geo., the author of the Technical Report.

"**Board of Directors**" or "**Board**" means the Issuer's board of directors.

"**Closing**" means the closing of an initial public offering by the Issuer and the issuance by the Issuer of a minimum of 3,500,000 Common Shares and a maximum of 4,000,000 Common Shares pursuant to this Prospectus.

"**Closing Day**" means such day for Closing as determined by the Agent and as agreed to by the Issuer, subject to the limitations outlined under the "**Use of Proceeds**" heading.

"**Common Shares**" means the common shares without par value in the capital of the Issuer.

"**Compensation Options**" means the options granted to the Agent as compensation for its services in relation to this Offering entitling the Agent to purchase one Common Share per option for a period of 36 months after the Listing Date.

"**Corporate Finance Fee**" means the fee to be paid by the Issuer to the Agent on the Closing Day in consideration of corporate finance and structuring services provided by the Agent.

"**Issuer**" means Prosperity Exploration Corp.

"**Escrow Agent**" means Endeavor Trust Corporation.

"**Escrow Agreement**" means the escrow agreement dated May 13, 2021 entered into between the Principals, the Issuer and the Escrow Agent.

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

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

"**Listing Date**" means the date the Common Shares commence trading on the Exchange.

"**Maximum Offering**" means the public offering of 4,000,000 Common Shares under this Prospectus.

"**Minimum Offering**" means the public offering of 3,500,000 Common Shares under this Prospectus.

"**Named Executive Officer**" has the meaning ascribed to it under "**Statement of Executive Compensation**" below.

"**NI 33-105**" means National Instrument 33-105 - *Underwriting Conflicts*.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

“**NI 52-110**” means National Instrument 52-110 - *Audit Committees*.

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

“**NP 46-201**” means National Policy 46-201 - *Escrow for Initial Public Offerings*.

“**NP 58-201**” means National Policy 58-201 - *Corporate Governance Guidelines*.

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus.

"**Offering Price**" means \$0.10 per Common Share.

"**Optionor**" means Multiple Metals Resources Ltd.

"**Option Agreement**" means the Option Agreement dated November 27, 2020, and the Amendment to Option Agreement dated as of November 27, 2020, made among the Issuer, the Optionor and Robert F. Weicker with respect to the Silver Lake Property.

"**Principals**" has the meaning ascribed to it under “**Escrowed Securities**” below.

"**Silver Lake Property**" or the “**Property**” means the eight contiguous mineral claims covering an area of 1647.24 hectares, situated around Goosly Lake and approximately 30 kilometres ("**km**") southeast of the town of Houston, in the Omineca Mining Division, British Columbia.

"**Stock Option Agreements**" mean the stock option agreements dated February 11, 2021 between the Issuer and certain directors, officers and consultants of the Issuer.

"**Stock Option Plan**" means a stock option plan approved by the Board of Directors of the Issuer on February 11, 2021, providing for the granting of incentive stock options to the Issuer's directors, officers, employees, consultants and management company employees.

"**Subscriber**" means a subscriber for the Common Shares offered under this Offering.

"**Technical Report**" means the technical report dated effective January 21, 2021, and revised September 7, 2021, entitled "*Technical Report on the Silver Lake Property Omineca Mining Region, British Columbia, Canada*" authored by James M. Hutter, P. Geo and John Buckle, P. Geo.

GLOSSARY OF TECHNICAL TERMS

Ag	Chemical symbol for silver.
Al	Chemical symbol for aluminum.
Anomalous	A description of anything statistically out of the ordinary.
Argillite	A fine-grained sedimentary rock composed predominantly of indurated clay particles.
Arsenopyrite	An iron arsenic sulfide.
As	Chemical symbol for arsenic.
Au	Chemical symbol for gold.
AuEq	Gold equivalent grade.
B	Chemical symbol for boron.
Ba	Chemical symbol for barium.
Be	Chemical symbol for beryllium.
Bi	Chemical symbol for bismuth.
Breccia	A rock composed of broken fragments of minerals or rock cemented together by a fine-grained matrix that can be similar to or different from the composition of the fragments.
Ca	Chemical symbol for calcium.
Cd	Chemical symbol for cadmium.
Ce	Chemical symbol for cerium.
Cenozoic	The current and most recent of the three geological eras in the Phanerozoic Eon.
Chalcopyrite	A sulphide of copper common to most copper mineral deposits.
Chlorite	A member of a group of minerals resembling micas (the tabular crystals of chlorite cleave into small, thin flakes or scales that are flexible, but not elastic like those of micas); they may also be considered as clay minerals when very fine grained. Chlorites are widely distributed, especially in low-grade metamorphic rocks, or as alteration products of ferromagnesian minerals.
Co	Chemical symbol for cobalt.
Cr	Chemical symbol for chromium.
Cu	Chemical symbol for copper.

Dacitic	A volcanic rock formed by rapid solidification of lava that is high in silica and low in alkali metal oxides.
EM	Electromagnetic.
Fe	Chemical symbol for iron.
Feldspar	A common silicate mineral that occurs in all rock types and decomposes to form much of the clay in soil, including kaolinite.
G	Gram.
Galena	A mineral consisting of lead sulfide and constituting the principal ore of lead.
Geochemical	Pertaining to various chemical aspects (e.g. concentration, associations of elements) of natural media such as rock, soil and water.
HCl	Hydrochloric acid.
HClO4	Perchloric acid.
HF	Hydrogen fluoride.
Hg	Chemical symbol for mercury.
HN03	Nitric acid.
ICP	Induced coupled plasma.
K	Chemical symbol for potassium.
La	Chemical symbol for lanthanum.
Li	Chemical symbol for lithium.
M	Metre.
Mg	Chemical symbol for magnesium.
Magnetite	A grey black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
Mesozoic	The second of the three geological eras in the Phanerozoic Eon.
Mineralization	The presence of minerals of possible economic value, and also the process by which concentration of economic minerals occurs.
Minfile	Mineral occurrence database published by the Ministry of Energy, Mines and Low Carbon Innovation - BC Geological Survey.
Mn	Chemical symbol for manganese.
Mo	Chemical symbol for molybdenum.

Moz	Million troy ounces.
Mt	Chemical symbol for meitnerium.
Na	Chemical symbol for sodium.
Nb	Chemical symbol for niobium columbium.
Ni	Chemical symbol for nickel.
Oz	Troy ounce (31.1035 grams)
P	Chemical symbol for phosphorus.
Paleozoic	The first of the three geological eras comprising the Phanerozoic Eon.
Pb	Chemical symbol for lead.
Porphyry	An igneous rock of any composition that contains conspicuous phenocrysts in a fine grained groundmass.
PPM	Parts per million.
Pyrite	An iron sulphide.
Pyrrhotite	A mineral consisting of iron sulfide, typically forming massive or granular deposits.
QA	Quality Assurance
QC	Quality Control
Rhyolite	A fine-grained volcanic rock of granitic composition, typically porphyritic in texture.
S	Chemical symbol for sulphur.
Sb	Chemical symbol for antimony.
Sc	Chemical symbol for scandium.
Sericite	A fine-grained fibrous variety of muscovite formed by the alteration of feldspar, found chiefly in schist and in hydrothermally altered rock.
Sphalerite	A mineral consisting of zinc sulfide.
Sr	Chemical symbol for strontium.
Stockwork	A complex system of structurally controlled or randomly oriented veins.
Sulfide	A binary compound of sulfur with another element or group.
Ta	Chemical symbol for

Tennantite	A mineral that consists of a blackish lead-gray sulfide of iron, copper, arsenic, and sulfur and is isomorphous with tetrahedrite.
Tetrahedrite	A fine-grained gray mineral that is isomorphous with tenanted, consists of a sulfide of copper, iron, and antimony and often contains zinc, lead, mercury, or silver.
Th	Chemical symbol for thorium.
Ti	Chemical symbol for titanium.
Tuff	A type of rock made of volcanic ash ejected from a vent during a volcanic eruption.
U	Chemical symbol for uranium.
V	Chemical symbol for vanadium.
VMS	Volcanogenic Massive Sulphide
VTEM	Versatile Time Domain Electromagnetic.
W	Chemical symbol for tungsten.
XRD	X-ray diffraction.
Y	Chemical symbol for yttrium.
Zn	Chemical symbol for zinc.
ZTEM	Z-Axis Tipper Electromagnetic.

PROSPECTUS SUMMARY

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

The Issuer: The Issuer was incorporated under the *Business Corporations Act* (British Columbia) on September 1, 2020 under the name "**Prosperity Exploration Corp.**" and does not have any subsidiaries.

The Issuer's corporate office is located at Suite 1240 - 789 West Pender Street, Vancouver, BC, V6C 1H2, and its registered and records office is located at Richards Buell Sutton LLP, Suite 700, 401 West Georgia Street, Vancouver, British Columbia, V6B 5A1. See "**Corporate Structure**" below.

The Issuer's Business: The Issuer is engaged in the business of mineral exploration and the acquisition of mineral property assets in British Columbia. Its objective is to locate and develop economic precious and base metal properties of merit and to conduct its exploration program on the Silver Lake Property.

In order to further these objectives, the Issuer entered into the Option Agreement pursuant to which it is entitled to earn an undivided 100% interest in the Silver Lake Property.

The Issuer intends to fund the exploration of the Silver Lake Property and its initial commitments thereon using the proceeds of its prior private placement financings and this Offering. See "**Description of the Business - Recommendations**" below.

The Property: The Silver Lake Property consists of the eight contiguous mineral claims covering an area of 1,647.24 hectares, situated around Goosly Lake and approximately 30 km southeast of the town of Houston, in the Omineca Mining Division, British Columbia. See "**Description of the Business - Property Description and Location**" below.

Management, Directors and Officers: Michael England – Chief Executive Officer and Director
John Masters – Chief Financial Officer and Director
Tom McCandless – Director
Twila Jensen – Director

See "**Directors and Executive Officers**" below.

The Offering:

The Issuer is offering a minimum of 3,500,000 and a maximum of 4,000,000 Common Shares for sale at a price of \$0.10 per Common Share in the provinces of British Columbia, Alberta and Ontario. If all of the Common Shares offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be a minimum of \$350,000 if the Minimum Offering is achieved and a maximum of \$400,000 if the Maximum Offering is achieved. The net proceeds to the Issuer will be \$315,000 if the Minimum Offering is achieved and \$360,000 if the Maximum Offering is achieved.

This Prospectus also qualifies the distribution of up to 400,000 Compensation Options, to the Agent as Qualified Compensation Securities and 100,000 Common Shares issuable to the Optionor in respect of the Silver Lake Property.

See "**Plan of Distribution**" below.

Use of Proceeds:

The gross proceeds to the Issuer from the sale of the Common Shares offered hereby will be a minimum of \$350,000 and a maximum of \$400,000. The total funds available to the Issuer at the closing of the Offering, after deducting the estimated expenses of the Offering of \$85,000, the Agent's Commission of a minimum of \$35,000 and a maximum of \$40,000 and the Corporate Finance Fee of \$25,000, and including the Issuer's working capital as at October 31, 2021 of \$38,050 are estimated to be \$243,050 based on the Minimum Offering, and \$288,050 based on the Maximum Offering. See "**Use of Proceeds**" below.

Principal Purpose	Minimum Offering⁽¹⁾	Maximum Offering⁽¹⁾
The option payments for the first year on the Silver Lake Property, as outlined in the Option Agreement	\$15,000	\$15,000
To fund the Phase 1 exploration program on the Silver Lake Property ⁽²⁾	\$102,155	\$102,155
To provide funding sufficient to meet administrative costs for 12 months	\$92,000 ⁽³⁾	\$92,000 ⁽³⁾
To provide general working capital to fund ongoing operations	\$33,895	\$78,895
TOTAL:	\$243,050	\$288,050

Notes:

- (1) See "**Use of Proceeds**" below. The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
- (2) See "**Description of the Business - Recommendations**" below for a summary of the work to be undertaken, a breakdown of the estimated costs and the nature of title to, or the Issuer's interest in, the Silver Lake Property.
- (3) The Issuer anticipates that \$30,000 will be paid as management fees to England Communications Ltd., a private company controlled by Michael England.

Financial Information:

The following selected financial information is subject to the detailed information contained in the unaudited financial statements and audited financial statements of the Issuer and notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the unaudited financial statements of the Issuer for the period ended June 30, 2021 and the audited financial statements of the Issuer for the period ended December 31, 2020. The Issuer has established December 30th as its financial year-end.

	Six Month Period Ended June 30, 2021 (unaudited)	Period Ended December 31, 2020 (audited)
Total revenues	Nil	Nil
Exploration and evaluation assets	\$99,451	\$87,060
Professional fees	\$23,170	\$7,186
General and administrative expenses	\$181	\$22
Share-based payments	\$27,500	\$33,000
Net Loss	\$77,871	\$40,208
Basic and diluted loss per common share	\$0.01	\$0.02
Total assets	\$203,471	\$221,861
Long-term financial liabilities	Nil	Nil
Cash dividends per share	Nil	Nil

See "**Selected Financial Information and Management Discussion and Analysis**" below.

Risk Factors:

An investment in the Shares should be considered highly speculative due to the nature of the Issuer's business and its present stage of development. The Issuer has no history of operations and is still in an early stage of development. The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, during which even a combination of careful evaluation, experience and knowledge may not eliminate. The Issuer has no history of operations or revenues and it is unlikely that the Issuer will generate any revenues from operations in the foreseeable future. The Issuer competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The price of the Issuer's securities, the Issuer's financial results and exploration, development and mining activities have previously been, or may in the future be, significantly adversely affected by declines in the price of precious or base metals. There is currently no market through which the Common Shares can be sold and there can be no assurance that one will develop or be sustained after the Offering. The Issuer's success will be largely dependent, in part, on the services of the Issuer's senior management and directors, the loss of any member of which could have an adverse effect on the Issuer. Members of the Issuer's management team own a significant number of the Issuer's outstanding Common Shares and could influence the outcome of certain matters involving shareholder approval, including the election of directors. All of the Issuer's directors are or will be directors of other companies, which could result in conflicts of interest. Investment in the Common Shares offered under this Prospectus will result in a significant and immediate dilution in an investor's investment of approximately 28.9% in the event the Minimum Offering is completed) and 31.7% (in the event the Maximum Offering is completed).

See the section entitled "**Risk Factors**" for details of these and other risks relating to the Issuer's business.

Currency:

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

Name, Address and Incorporation

Prosperity Exploration Corp. was incorporated pursuant to the *Business Corporations Act* (British Columbia) on September 1, 2020.

The Issuer's head office is located at Suite 1240 - 789 West Pender Street, Vancouver, BC, V6C 1H2 and its registered and records office is located at Richards Buell Sutton LLP, Suite 700, 401 West Georgia Street, Vancouver, British Columbia, V6B 5A1.

There have not been any material amendments to the Issuer's articles or other constating documents.

Intercorporate Relationships

The Issuer has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Business of the Issuer

The Issuer is a junior mining company engaged in the acquisition, exploration and development of mineral resource properties. The Issuer's sole property is the Silver Lake Property (also referred to in this section as the "**Property**"), in north-central British Columbia, around Goosly Lake and approximately 30 km southeast of the town of Houston, in the Omineca Mining Division. The Issuer's interest in the Silver Lake Property is governed by the Option Agreement. The Issuer intends to use the net proceeds from this Offering to carry out exploration on the Silver Lake Property and for working capital.

Upon completion of the Offering, the Issuer will still require additional financing to complete Phase Two of the work plan recommended to it by the Author of the Technical Report as described below. There can be no assurance that the Issuer will be successful in its efforts to arrange additional financing on terms satisfactory to the Issuer.

While currently the Issuer's only mineral property is located in British Columbia, the Issuer intends to seek and acquire additional mineral resource properties in North America and elsewhere if and when the opportunity arises. As at the date of this Prospectus, the Issuer's only mineral property is the Silver Lake Property.

There have not been any bankruptcy, receivership or similar proceedings against the Issuer.

There have not been any material restructuring transactions of the Issuer within the two most recently completed financial years, or completed during or proposed for the current financial year.

History

Subsequent to its incorporation, the Issuer has completed private seed capital equity financing, raising aggregate gross proceeds of \$235,001. These funds have been, and are being, used for the acquisition, and exploration of the Silver Lake Property, legal and accounting fees, and general working capital. The Issuer intends to raise funds through the Offering to carry out additional exploration on the Silver Lake Property, as set out in "**Use of Proceeds**" below. The Issuer does not anticipate any changes in the Issuer's business during the current financial year.

Option to Purchase the Silver Lake Property

The Issuer entered into the Option Agreement with Multiple Metals Resources Ltd. (the “**Optionor**”) whereby the Issuer was granted an option to acquire a 100% interest in the Silver Lake Property, consisting of the eight contiguous mineral claims covering an area of 1,647.24 hectares, situated around Goosly Lake and approximately 30 km southeast of the town of Houston, in the Omineca Mining Division, British Columbia, the particulars of which are described in greater detail below. The Silver Lake Property is owned beneficially by the Optionor and is registered in the name of Robert Weicker, as nominee of the Optionor.

The Option Agreement is an arm’s length transaction between the Issuer, the Optionor and Robert Weicker.

To exercise its option to acquire a 100% interest in the Silver Lake Property, the Issuer is required to: (i) pay an aggregate \$400,000 in cash payments to the Optionor; and (ii) issue an aggregate 500,000 Common Shares to the Optionor, in accordance with the following schedule:

Date for Completion	Cash Payment	Number of Common Shares to be Issued
On execution of the Option Agreement	\$10,000 (Paid)	-
On the Closing	-	100,000 ⁽¹⁾
Within 12 months from the Listing Date	\$15,000	150,000 ⁽²⁾
Within 24 months from the Listing Date	\$25,000	150,000 ⁽²⁾
Within 36 months from the Listing Date	\$50,000	100,000 ⁽²⁾
Within 48 months from the Listing Date	\$125,000	-
Within 60 months from the Listing Date	\$175,000	-

Notes:

- (1) These Common Shares are qualified for distribution under this Prospectus.
- (2) Subject to such resale restrictions and legends as may be imposed by the applicable securities laws.

In accordance with the terms of the Option Agreement, the Optionor will retain a 2% net smelter returns royalty (the “**NSR**”) on the Silver Lake Property. The Issuer will have the right to purchase 0.75% of such NSR for \$250,000, in which event the NSR will be reduced to 1.25%. The NSR is payable to the Optionor on all minerals, ore, concentrates, leachates, precipitates, dore, bullion and other products produced from the Property. The Issuer will be the operator of the Silver Lake Property during the term of the Option Agreement. The Issuer will keep the claims comprising the Silver Lake Property in good standing as required in accordance with applicable laws.

Trends

As a junior mining company, the Issuer is highly susceptible to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond its control could materially affect the financial performance of the Issuer. Apart from this risk and the risk factors noted under the heading "Risk Factors", the Issuer is not aware of any other trends, commitments, events or uncertainties that are reasonably likely to have a material adverse effect on the Issuer's business, financial conditions or result of operations.

The Silver Lake Property

The following information regarding the Silver Lake Property (also referred to as the “**Property**”) is summarized or extracted from an independent technical report dated effective January 21, 2021, and revised September 7, 2021, entitled "*Technical Report on the Silver Lake Property Omineca Mining Region, British Columbia, Canada*" (the "**Technical Report**") prepared for the Issuer (also referred to as the “**Company**”) by James M. Hutter, P. Geo. (the "**Author**") in accordance with the requirements of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Mr. Hutter is a "**qualified person**" within the meaning of NI 43-101.

All figure and table references herein are numbered in accordance with the Technical Report, which will be available on the Issuer's SEDAR profile at www.sedar.com.

Property Description and Location

Location

The Silver Lake Property is situated around Goosly Lake, approximately 30 km southeast of the town of Houston, BC in north-central British Columbia (Figure 4.1). The Property consists of 8 contiguous mineral claims totalling 1647.24 ha within the Omineca Mining Division (see Table 4.2.1 below). The mineral claims are located on Crown Land and administered by the Government of British Columbia’s Mineral Titles Online system. The Property claims lie within NTS Map sheet 093L with the center coordinates of 671658mE, 6005105mN (WGS 84, UTM 9N; Lat: 54°9’54” and Long: -126°22’12”).

Figure 4.1



Figure 4.1 - Location Map of the Silver Lake Project

Mineral Titles

Table 4.2.1 - Silver Lake Project Mineral Tenures as of 30-Dec-2020. *Protected status as an extension of time allotted to apply work to claims and extends to 2021-Dec-31, re: Covid19. All tenures are located within NTS Map Sheet 093L:

<u>Tenure ID</u>	<u>Claim Name</u>	<u>Owner</u>	<u>Issue Date</u>	<u>Good To Date</u>	<u>Status</u>	<u>Area (ha)</u>
1077550	SILVER SAM	128515 (100%)	2020/JUL/25	2021/JUL/25	PROTECTED*	283.90
1077551	ORION	128515 (100%)	2020/JUL/25	2021/JUL/25	PROTECTED*	75.80
1077663	SOUTH SHORE SILVER	128515 (100%)	2020/JUL/29	2021/JUL/29	PROTECTED*	265.08
1077709	GILLIAM LINK	128515 (100%)	2020/JUL/31	2021/JUL/31	PROTECTED*	397.77
1077710	LAKE LINK	128515 (100%)	2020/JUL/31	2021/JUL/31	PROTECTED*	18.93
1079808	GOOSLY LAKE	128515 (100%)	2020/NOV/29	2021/NOV/29	PROTECTED*	189.32
1079809	SILVER LAKE N	128515 (100%)	2020/NOV/29	2021/NOV/29	PROTECTED*	227.11
1079811	SILVER STAR W	128515 (100%)	2020/NOV/29	2021/NOV/29	PROTECTED*	189.34
						1647.24

With respect to the “Good To Date” column in the table above, the expiry date of all mineral claims in British Columbia was automatically extended to December 31, 2021 by Order of the Chief Gold Commissioner for the Province of British Columbia dated March 27, 2020.

With respect to the “Owner” column in the table above, Owner 128515 is Robert Weicker, who holds the claims as nominee for the Optionor.

Mineral Rights in British Columbia

Mineral Claims in British Columbia are subdivided into two major categories: Placer and Mineral. Both are acquired using the Mineral Titles Online (“MTO”) system. The online MTO system allows clients to acquire and maintain (register work, payments, etc.) mineral and placer claims. Mineral Titles can be acquired anywhere in the province where there are no other impeding interests (other mineral titles, reserves, parks, etc.).

The electronic Internet map allows you to select single or multiple adjoining grid cells. Cell sizes vary from approximately 21 hectares (457m x 463m) in the south to approximately 16 hectares at the north of the province. Cell size variance is due to the longitude lines that gradually converge toward the North Pole.

MTO will calculate the exact area in hectares according to the cells you select, and calculate the required fee. The fee is charged for the entire cell, even though a portion may be unavailable due to a prior legacy title or alienated land. The fee for Mineral Claim registration is \$1.75 per hectare.

Upon immediate confirmation of payment, the mineral rights title is issued and assigned a tenure number for the registered claim. Email confirmation of your transaction and title is sent immediately.

Rights to any ground encumbered by existing legacy claims will not be granted with the cell claim except through the conversion process. However, the rights held by a legacy claim or lease will accrue to the cell claim if the legacy claim or lease should terminate through forfeiture, abandonment, or cancellation, but not if the legacy claim is taken to lease. Similarly, if a cell partially covers land that is alienated (park, reserve etc.) or a reserve, no rights to the alienated or reserved land are acquired. But, if that alienation or reserve is subsequently rescinded, the rights held by the cell expand over the former alienated or reserve land within the border of the cell.

Upon registration, a cell claim is deemed to commence as of that date (“**Date of Issue**”), and is good until the “**expiry date**” that is one year from the date of registration. To maintain the claim beyond the expiry date, exploration and development work must be performed and registered, or a payment instead of exploration and development may be registered. If the claim is not maintained, it will forfeit at the end of the “expiry date” and it is the responsibility of every recorded holder to maintain their claims; no notice of pending forfeiture is sent to the recorded holder.

A mineral or placer claim has a set expiry date, and in order to maintain the claim beyond that expiry date, the recorded holder (or an agent) must, on or before the expiry date, register either exploration and development work that was performed on the claim, or a payment instead of exploration and development. Failure to maintain a claim results in automatic forfeiture at the end (midnight) of the expiry date; there is no notice to the claim holder prior to forfeiture.

When exploration and development work or a payment instead of work is registered, you may advance the claim forward to any new date. With a payment, instead of work the minimum requirement is six months, and the new date cannot exceed one year from the current expiry date; with work, it may be any date up to a maximum of ten years beyond the current anniversary year. “**Anniversary year**” means the period of time that you are now in from the last expiry date to the next immediate expiry date.

All recorded holders of a claim must hold a valid Free Miners Certificate (“**FMC**”) when either work or a payment is registered on the claim.

Clients need to register a certain value of work or a "cash-in-lieu of work" payment to their claims in MTO. The following tables outline the costs required to maintain a claim for one year:

Table 4.3.1 - BC work requirements for mineral tenures.

Anniversary Years	Work Requirements
1 and 2	\$5 / hectare
3 and 4	\$10 / hectare
5 and 6	\$15 / hectare
7 and subsequent	\$20 / hectare

Table 4.3.2 - BC cash-in-lieu for mineral tenures.

Anniversary Years	Cash Payment-in-Lieu of Work
1 and 2	\$10 / hectare
3 and 4	\$20 / hectare
5 and 6	\$30 / hectare
7 and subsequent	\$40 / hectare

Property Legal Status

The Mineral Titles Online website (<https://www.mtonline.gov.bc.ca/mtov/home.do>) confirms that all claims of the Silver Lake property as described in Table 4.1 were in good standing at the date of this report and that no legal encumbrances were registered with the Mineral Titles Branch against the titles at that date. The Author makes no further assertion with regard to the legal status of the Property. The Property has not been legally surveyed to date and no requirement to do so has existed.

There are no other royalties, back-in rights, environmental liabilities, or other known risks to undertake exploration.

Surface Rights in British Columbia

Surface rights are not included with mineral claims in British Columbia.

Permitting

Any work which disturbs the surface by mechanical means on a mineral claim in British Columbia requires a Notice of Work (“**NOW**”) permit under the Mines Act of British Columbia. The owner must receive written approval from a Provincial Mines Inspector prior to undertaking such work. This includes but is not limited to the following types of work: drilling, trenching, excavating, blasting, construction of a camp, demolition of a camp, induced polarization surveys using exposed electrodes, and reclamation.

Exploration activities which do not require a NOW permit include: prospecting with hand tools, geological/geochemical surveys, airborne geophysical surveys, ground geophysics without exposed electrodes, hand trenching, and the establishment of grids. These activities and those that require Permits are outlined and governed by the Mines Act of British Columbia.

The Chief Inspector of Mines makes the decision if land access will be permitted. Other agencies, principally the Ministry of Forests, Lands and Natural Resources (“**FLNRO**”), determine where and how

the access may be constructed and used. With the Chief Inspector's authorization, a mineral tenure holder must be issued the appropriate "Special Use Permit" by FLNRO, subject to specified terms and conditions.

The Ministry of Energy and Mines makes the decision whether land access is appropriate and FLNRO issues a Special Use Permit. However, a collaborative effort and authorization between ministries, jointly determine the location, design and maintenance provisions of the approved road.

Notification must be provided before entering private land for any mining or exploration activity, including non-intrusive forms of mineral exploration such as mapping surface features and collecting rock, water or soil samples. Notification may be hand delivered, mailed, emailed or faxed to the owner shown on the British Columbia Assessment Authority records or the Land Title Office records. Mining activities cannot start sooner than eight days after notice has been served. Notice must include a description or map of where the work will be conducted and a description of what type of work will be done, when it will take place and approximately how many people will be on the site.

The Issuer does not currently have any permits pertaining to exploration on the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

The Project area can be accessed via two primary routes from the nearest community of Houston, BC. First, entry along the Equity Mine Road, a 38km gravel road leads to the northern claims then following a series of forest service roads to access the rest of the Property. Alternatively access to southern-most claims can be made from Highway 16 via the Buck Flats Road which stems to the Goosly Forest Service road; however, off-road vehicles may be required along old under-maintained logging roads (Figure 4-2).

Multiple networks of logging roads and gravel roads from nearby communities provide excellent access to the property claims. The road downhill from the mine site to Goosly Lake is maintained in winter by Equity to provide access to the Bessemer Creek water monitoring pond and other stream check stations (W. Gruenwald, 2015); therefore, it may be feasibly possible for year-round work programs to be conducted on the Property.

Mining personnel, labour and services are readily available from the communities of Houston and Smithers located less than 100 km away. Trucking, expediting, industrial supplies, heavy duty machinery and operators are available locally as well. Mining and exploration personnel and services are readily available including numerous helicopters, drilling, expediting, heavy equipment, pad and camp construction companies as well as the Smithers Branch of the Ministry of Energy and Mines. There are also daily commercial flights to Smithers from Vancouver. Power could be sourced from the existing 138kV utility line power line running into the Equity Mine, less than 5 kilometre from the Property. Water may be sourced from numerous creeks, streams and lakes within the claim boundaries and surrounding areas. The claim block contains abundant suitable areas for potential tailings storage, waste disposal, heap leach pads and processing plant sites.

At the Property there are no existing permanent structures or facilities. There are no known obstructions which would affect the surface rights for mining operations.

Climate and Physiography

The climate at the Silver Lake Project property is typical of north-central BC. The nearby community of Houston lies 596m above sea level. The climate is cold and temperate. There is a great deal of rainfall even in the driest months. Climate data from the Smithers Regional Airport Station is listed below in (Table 5.2.1) provides a historical average of the monthly temperatures and precipitation of the region.

Table 5.2.1 - Climate Data for Smithers Regional Airport Station (Environment Canada)

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year Total
Daily Average (°C)	-7.2	-4.4	0.1	4.8	9.4	13	15.2	14.6	9.9	4.4	-2.1	-7.1	
Record High (°C)	15.6	11.9	18.9	25.8	35.8	34.2	36	35.2	31.1	24.4	15.6	13.6	
Record Low (°C)	-43.9	-35.6	-33.3	-18.3	-7.2	-4.1	-1.1	-2.2	-6.7	-22	-32.4	-39	
Avg Precipitation (mm)	42.7	23.4	20.6	23.8	38.1	55.2	45.6	43.8	53.8	64.8	55	41.9	508.5
Avg Rainfall (mm)	10.1	5.5	6.7	18.7	37.4	55.2	45.6	43.8	53.8	56.9	25.6	8	367.2
Avg Snowfall (cm)	44.5	23.5	16.7	5.6	0.7	0	0	0	0	8.6	37.4	45.6	182.7
1981 to 2010 Canadian Climate Normals station data; Smithers BC; 54°49'29.000" N 127°10'58.000" W 521.8 m													

The area ranges from elevations 900m in the southwest corner of the property to 1300m in the northeastern claims within the Nechako physiographic region. The area is forested by mixed stands of predominantly second growth sub alpine pine and spruce. Many portions of the property have undergone logging over the past 20+ years. Cut blocks from previous logging around the area are commonly seen from satellite imagery, vegetation including spruce, fir and hemlock, or spruce and pine.

The region is characterized by low mountainous terrain and gently rolling hills that rise above flat areas of swampy ground with few streams. Thick overburden is common as glacial veneer layers (5-18 m thick) and gravel deposits up to 50m. Percussion drilling and diamond drilling confirm these extensive blankets of overburn. Outcrop is typically found along bluffs, hillsides and road cuts.

History

The history of work on the Silver Lake Project area dates backs to 1969, after the discovery of the Equity Silver Mine to the east of the project area sparked an extensive period of exploration and claim staking. Extensive geochemical sampling, geophysical surveys, physical work, percussion and diamond drilling have been conducted on various cells within the Silver Lake Property. To the date of this report, no mineral resource or reserve estimates have been produced and there is no record of historical production on the Property. The history of exploration on the Property is summarized below in Table 5.2.1.

Table 5.2.1 - Summarized History of Exploration on the Silver Lake Project area:

Year	Assessment Report No.	History of exploration on the Silver Lake Project
1969	2196	Bayland Mines Ltd. conducted geochemical soil on the KG claims group to the south of Goosly Lake. No anomalous values were observed in soils.
	2239	Mark V Mines carried out a limited geochemical survey on the southern portion FKE/NRG claims. The results were inconclusive due to depth of overburden or glacial till in the area.
	2311	Silver Standard Mines Ltd completed geochemical soil sampling and 240.0 km of grid line physical work on behalf of owner Dorita Silver Mines on their Goosly property. Results indicated three broad anomalous regions with elevated silver and two copper outlines. Claim groups Goosly West and Goosly North West are applicable to this report.
	2335	Orequest Exploration Synd. completed 500 soil samples over the Goosly Lake Project claims. Two areas of slightly anomalous copper with were outlined on the north side of Goosly Lake, referred to as Cu-1 and Cu-2.
	2207	Physical line cutting of 66.0 km on the KG property claims to the south of Goosly Lake was completed on behalf of Panther Mines Ltd.
1970	2726	Mark V Mines completed a secondary geochemical in complement to their 1969 field work; however, focus was on the previously unsampled northern portion of the claims. Soil geochemistry was unable to outline anomalous regions of silver or copper-in-soil.
	2863	Lewes River Mines conducted a geochemical soil sampling survey on the Goosly property with limited outcrop mapping. Two anomalous silver-copper regions were outlined to the south of Goosly Lake near the Buck Flats / Goosly Lake Forest Service Road. Aerial extent of Anomaly 1 is approximately 3000 feet x 400 feet.
	2971	Orequest Exploration Synd. conducted additional geochemical, geophysical and geological work on the Goosly Lake project claims. 400 soil samples were collected within the mapped 4500 ha area. Nine (9) bulldozer trenches were dug, three of which reached bedrock. Two (2) percussion drillholes completed (totalling 219.5 m). No significant metal values from drilling were observed. GL-1 tested an elevated zinc-in-soil outline (Zn-1), while GL-2 tested Cu-2 (anomalous copper-in-soil) areas from 1969 fieldwork.

1971	3508	Payette River Mines conducted the first geophysical work reported on the Goosly property with 10.1 line-kms of induced polarization (IP) surveying focused on the "anomalous" regions indicated by Silver Standard Resources in 1969 (AR 2311). The survey was able to outline a "thumbprint: chargeability anomaly at approximately 90 feet depth within the DG 1 claim block.
1974	5195	Payette River Mines completed ~250 meters of percussion drilling over 4 drill holes to test the source of the IP anomaly outlined in 1971 work. Holes P-1, P-2 and P-3 intersected a dacite unit which contained 5-10% pyrite within the current property claims. The pyrite content was likely the causative source of the IP anomaly. No economically significant mineralization was observed, though zinc values ranged between 65 – 1100 ppm, and silver ranges from 0.6 to 4.8 ppm in sampled cuttings.
1976	6151	Gillian Mines Ltd carried out initial geochemical surveying of soils (830 samples), geological mapping, 51.0 line-kms of IP and one-VLF survey. Soil surveying identified few low-level Cu and Ag anomalies. Geophysical surveys outlined a VLF and coinciding IP anomaly to the north area along a mapped the contact between gabbro and volcanic units; in addition to four (4) more VLF conductors in the Gillian property.
	6148	Gillian Mines Ltd completed a phase 2 program in late 1976 on the Gillian property. A total of 11 percussion drillholes tested the area around the rhyolitic stock on the Gillian West claims, PG-9 to PG-11 lie within the claim boundaries of this report. Drilling was unable to successfully answer the IP anomalies although alteration and pyrite mineralization were noted in the drill-logs. Though no ore-grade mineralization was intersected, anomalous silver values above 2.0 ppm threshold were noted in holes PG -9 and -10.
1979-1981	8189	Gillian Mines Ltd further advanced the Gillian project and completed 3 NQ-sized drillholes, totalling 116.4 meters in late 1979. Drilling in the area of the rhyolite breccia dome failed to intersect any significant mineralization. A 16.5 line-km survey of vector pulse electromagnetometer survey was conducted over the property. Results indicate a conductive surface overburden layer, but no strong conductors were observed. Early 1980 began the second stage of drilling with completion of and additional 33 drillholes (80-1 thru 80-33) by end of year. Total meterage drilled is unknown publicly for that year (Referenced in AR 10851). Drill results are not readily available, though drilling alluded to cutting a zone which represents a lower rhyolite horizon.
1980	8828	Geokor Energy Holdings Ltd completed two (2) diamond drillholes totalling 41.1 meters, using a winkie drill on the Tow property. Drilling was to test recent geochemical and geophysical work done to the west at the Gillian property and test similarities in local geology. Weak sulfide mineralization was noted but no assay results are publicised.
1981	10851	Gillian Mines Ltd completed the most extensive drill program to date on the Loyd North Claims (on Gillian Property) totalling 2332.3 meters of NQ sized drillholes (81-34 thru 81-45). No economic intervals from drilling were reported. A detailed

		ground magnetometer survey was conducted and outlined 3 anomalies to test following a northeastern trend through the property.
1985	14346	Normine Resources Ltd completed 10.5-line kms of line cutting to complete geochemical soil samples (117), IP and magnetometer surveys on the Goosly 2 claim group. Several parallel mercury-in-soil anomalies were outlined along the southwest of previous percussion drilling along the quartz-sericite-sulfide zone.
	14183	Normine Resources Ltd completed 14.1-line kms of line cutting to complete IP, magnetic and VLF surveys over the claims. Three strong chargeability anomalies were identified, however no electromagnetic targets are associated
1986	15967	Normine Resources Ltd. completed 24 percussion drillholes on the Goosly 1 and Goosly 2 claims in addition to 319 soil geochemical samples. Though no significant intervals were reported in drilling, "anomalous geochemical signatures" expected to the peripheral of an Equity Silver-Copper type deposit were observed in PH 86-07 and PH 86-08. Physical construction of 5.8 km of roads were built to access the 29 drill pad sites.
		Faraway Gold Mines drilled fifteen (15) percussion holes in 1984, followed by another twenty-five (25) percussion holes in 1985 in the 200 meters by 240-meter-long quartz-sericite alteration zone on the Sam claims. Highlights included a 3-meter interval of 50 ppm silver and 15,000 ppm zinc. No record of drillhole logs or assay data was found publicly.
1984-1986	17307	Between 1986-1987, Faraway Gold Mines drilled a total of 45 NQ-sized diamond drill holes. Drillholes collared on the Property are identified in Section 6.5 (Drilling). Successful diamond drilling in the East, West, Central and South Zones returned elevated silver values. Mineralization encountered was primarily semi-massive to massive sulfide zones of pyrite with minor chalcopyrite, magnetite, sphalerite and lesser tetrahedrite, diamond drilling noted similarities to the nearby Equity Silver Mine in terms of rock sequences and tuffaceous units. During this exploration campaign, 3.5 km of roads were constructed allowing access via old logging roads to drill sites.
2008 - 2009	GBC 2008-10, GBC 2009-06, GBC 2009-11, GBC 2009-18, GBC 2009-24	Geoscience BC launched regional QUEST-West Project in June 2008 to help identify mineral potential with two airborne geophysical surveys, one ground geophysical survey and additional geoscience data compilation. Further follow-up reanalysis and compilation of maps are publicly available through this source.
2009	31051	Owners B.Church and D.Haughton conducted a 1.6 reconnaissance self-potential (SP) geophysical survey on the Gillian Silver property, to the south of Goosly Lake. The survey aided in the extent of bedrock geology observation which may be buried by thick overburden; however, no sulfide ore was detected/recognized by the survey. Fifteen field grab/chip samples were collected for analysis and comparison to geophysical interpretation. One gossanous float sample assayed highest values for Cu (99.7 ppm), S (0.4%), and very high Sb (85.4 ppm).
2017	37100	Copper Mountain Mining Corp. completed 40-line kms of a helicopter-borne AFMAG Z-axis Tipper electromagnetic (ZTEM) surveying across the Goose 1

property. Data interprets a conductive zone that trends 160° from the southern part of Equity Mine to Goose 1 property.

Mapping and Prospecting

Geological mapping was conducted by Lewes River Mines Ltd., in 1970 on the southern regions including Gail 1-50 and GMGW 1-100 claims of the current Project boundary. Very limited outcropping exists on the claims and was mapped by the operator at the time, partially due to snowfall conditions. Mapped outcrops of Tertiary and Mesozoic Volcanics were seen along the Goosly Lake Forest Service Road. Tertiary and Mesozoic dioritic stocks are mapped along the NW-SE access road between Goosly Lake FSR and Parrott Lake FSR which runs along Wet Lake, this area falls within Tenure 107709 of this property.

Work completed by Orequest Exploration Syndicate in 1970 completed geological mapping on the Sam Goosly Lake project within the central to northern parts of the present claims this report focuses on. Limited outcrop exposures and investigation exposed trenches to bedrock noted flat lying basalts atop typically broken and highly weathered trachyandesites.

Rock Sampling and Trenching

In 1970, Orequest Exploration Syndicate excavated a total of nine bulldozer trenches on the Goosly Lake Property. Trenching was able to confirm the presence of a thick till/sand layer in excess of 10 feet deep in the southern part of the claims (trenches #1 thru #6); meanwhile, trenches #7, #8 and #9 reached bedrock due to only a thin overburden in the northern area of the claims. The majority of trenches were approximately 100 feet in length, although no reference to orientation of the trenches could be found by the Author of this report. No significant mineralization was referenced in the 1970 assessment report by Orequest Resources Syndicate Ltd. Exact trench locations are unknown.

In addition to complement their geophysical survey in 2008 for owner/operators Church and Houghton on their Gillian Silver Claims, a total of 10 rock samples were collected over anomalous self-potential (SP) stations. The collection of samples represents the rock types encountered across the property, ranging from Skeena Group argillite/siltstone and Goosly Intrusive alkaline gabbro. NC-1A thru NC-1E were sub-samples from gossaniferous float vein material found along Leg 1 of the SP survey. NC-2 (A thru C) and NC-3 (A and B) were collected along Legs 2 and 3 of the survey and are argillite and gabbroic rocks respectively. Sample NC-1C had the highest values for Cu (99.7 ppm), S (0.4%), and very high Sb (85.4 ppm). No other significant Cu-Ag mineralization was observed in the sampling program.

Soil Geochemistry

Between June 27th to August 14th, 1969, Bayland Mines Ltd. conducted a soil survey on the KG 11-20 and KG31-40 claims which lie 2.5 miles south of Goosly Lake. Exact locations to these claims are unknown to the Author. A total of 281 samples were taken on grid lines every 200 feet using a soil auger reaching depths of 3 ft. Low background metal contents were noted in the soils, while no obvious anomalous values were observed.

During October 30th to November 13th 1969, Mark V Mines Ltd. carried out a total of 772 soil samples along 100-foot intervals within the claims FKE 1 – 13, FKE 15, FKE 17, FKE 19 and NRG 1-34 (50 contiguous claims) on the south-west side of Goosly Lake. A portion of these claims are a part of the present South Silver Shore (Tenure ID 1077663) and Silver Star W (Tenure ID 1079811) claim groups. Copper values range between 1 ppm to 66ppm, while zinc values are more erratic and no obvious correlation to a structural pattern or zone was detected. The lack of patterns is suggested by the operators to be caused by thick overburden and/or glacial transportation of material and suggest alternative methods of sampling for further working in this area.

In the summer of 1969, Dorita Silver Mines Ltd. completed a soil sampling survey on the groups totalling 3850 soil samples. Applicable claim groups pertaining to the scope of this report can refer to Goosly West and Goosly North-West claim groups described by Dorita Silver Mines Ltd. The results of the 1969 soil sampling confirmed the presence of multiple anomalous copper-in-soil and silver-in-soil anomalies. Specifically, on the Goosly Lake claim group (Tenure ID 1079809) and Silver Sam (Tenure ID 1077550) groups there are elevated Ag and Cu sample stations with up to 195 ppm Cu and 1.5 ppm Ag around the toe of Goosly Lake drainage to Buck Creek.

From June 20th to September 9th, 1969, Orequest Exploration Syndicate collected 500 soil samples over the JR, JT, CR, AM and FG claims (parts of Lake Link, Silver Lake N and Silver Sam claim groups; 1079809, 1077710 and 1077550 tenures). Grid lines of soil sampling as well as sampling along a newly constructed access road by Orequest Exploration outlined 4 discrete zinc-in-soil anomalies and 2 copper-in-soil anomalous areas. Copper values range from 10 ppm to 67 ppm, while zinc values fall between 18 and 420 ppm. Anomaly Zn-1 coincides with Cu-1 within the JR 4 claim block which corresponds to the NW corner of claim group Silver Lake N block. No elevated values of silver-in-soils were observed over the survey, highest noted sample returned 1.5 ppm Ag.

Between August 17th and September 14th, 1970, Mark V Mines Ltd. continued to prospect and soil sample near the headwaters of Buck Creek into Goosly Lake and along the south side of Goosly Lake. Survey lines ran N-S along local grid lines and long E-W tie lines. Overall, the results of the 906 collected soil samples failed to demonstrate any anomalous outlines, only few erratic isolated values of copper-zinc were seen. The presence of an impermeable layer underlying the overburden and glacial till may be preventing the rise of mineralized water into the soils; consequently, soil surveying over this region may be an ineffective method of sampling.

During the period of October 15th to October 29th, 1970, Lewes River Mines Ltd., completed a geochemical sampling of soil and silt on the Gail 1-50 and GMGW 1-100 claim group (parts of Gilliam Link, Silver Star W and South Shore Silver groups; Tenure IDs 1077709, 1079811 and 1077663 respectively). A total of 1789 soil samples were collected across the claims in addition to 14 silt samples. Three anomalous areas of copper-in-soil greater than background of 40 ppm were outlined which also coincide with silver values above normative concentrations. Anomalies 1 and 2 are within the claim boundaries of this report. Copper values at Anomaly 1 are between 41 to 104 ppm over an extent of 3000 ft by 400 ft, while silver-in-soil ranges between 0.5 to 2.5 ppm. Anomaly 2 has higher concentration of silver-in-soil values between 0.5 to 3.0 ppm Ag but lesser areal extent. Copper values at Anomaly 2 are up to 146 ppm Cu, and are the highest reported on this survey.

During August and September, 1970, Orequest Exploration Syndicate completed additional work on Goosly Lake Property following up the 1969 program. A total of 400 soil samples in the B-horizon were taken along East-West grid lines at 100-foot intervals typically. This second phase of soil sampling disagreed with the 1969 campaign's anomaly Cu-1 area, area Cu-2 however remains slightly anomalous in copper-in-soil. 1970 sampling confirmed the existence of areas of slightly elevated zinc on the property in anomalies Zn-1 to Zn-3 in the Silver Sam claim group.

An initial phase exploration program was carried out by Gillian Mines Ltd. between May 24th and June 18th, 1976 which included soil sampling along 100-meter spaced E-W lines at 50-meter intervals. The Gillian Claims formerly included GMGW and Gail claims, which were worked by Lewes River Mines Ltd in 1970. Copper and silver-in-soil anomalies were delimited by geophysical surveys and located in close proximity to mapped gabbro units. The highest of the 830 soil samples was located in the NE area of the grid and returned 73 ppm Cu.

Between June and July of 1985, Normine Resources Ltd., carried out geochemical surveys on the Goosly 2 claim group near the east of Goosly Lake. A total of 117 'B' horizon soil samples were collected in the

“East Grid” area of the property, corresponding to the location of percussion drilling completed by Faraway Gold Mines in 1984-1985 on the Silver Sam mineral claim. Two arsenic anomalies ranging between 10-24ppm were outlined with a northeastern trending structure; furthermore, these anomalies have coincident mercury anomalies between 150-250 ppb.

Continuing on past seasons work, Normine Resources Ltd., completed further geochemical surveys over Goosly 1 “West Grid” with a total of 114 ‘A’ Horizon analyzed for Hg and 205 ‘B’ horizon samples analyzed for Au, Zn, As and Ag. Due to the nature of thick glacial till/overburden layers seen in percussion drilling, the survey may not be entirely reflective of bedrock geochemistry, therefore the operator at the time suggests alternative survey methods.

2008, QUEST West Project by Geoscience BC completed stream sediment and lake sediment sampling across a large sample area. Samples were collected on and around the Project area of Silver Lake Property. Multiple elevated lake sediment samples were anomalous in copper and silver concentrations within Goosly Lake (both above 90th percentile). Data is readily available for public interpretation from Geoscience BC (Quest West Project).

Geophysical Surveys

1. 1971 IP Survey (Payette River Mines)

In 1971 Payette River Mines conducted 10.1-line kms of induced-polarization on the W and D.G. Claims. A peak chargeability anomaly was outlined near a NE-SW trending creek within D.G. 1 claim block, which is located within the boundaries and scope of this report. A depth probe station atop the anomaly center suggests the depth to top of the polarizing body is at 90 feet depth; furthermore, a SP gradient to the west of the anomaly supports a bedrock lithology change in the area. The results of the survey also indicate a hybrid-sulfide type of polarization through the 8/4 second current pulse ratios recorded.

2. 1976 IP and EM-VLF Surveys (Gillian Mines Ltd)

During 1976 on the Gillian property, Gillian Mines Ltd completed 51.0-line kms of electromagnetic (V.L.F) and induced polarization (IP). The results of the IP survey were able to outline two ‘sub-anomalous features as described by Potter (1976). The northern most anomaly is coincident with a V.L.F conductor and elevated soil geochemical results. VLF surveying identified five (5) conductors over the survey area, all of which have a north to north-westerly strike.

3. 1979 IP and EM-VLF Surveys (Gillian Mines Ltd)

In 1979, Gillian Mines Ltd completed 16.5-line kms of vector pulse electromagnetometer surveying on the Goosly Lake property. Results show that the survey area is underlain by a highly conductive unit that strikes northwest and shallowly dips north east. No strongly conductive massive sulfide type reflections were noted in the survey area.

4. 1981 Ground Magnetometer Survey (Gillian Mines Ltd)

In 1981, Gillian Mines Ltd conducted a detailed ground magnetometer survey on the Gillian property. Most of the survey was completed on the Gillian West claim block. Total length of the survey lines is unknown. The interpreted results of this survey are not available publicly.

5. 1985 IP, Ground Magnetometer and VLF-EM Surveys (Normine Resources Ltd)

In 1985, Normine Resources Ltd completed 10.5-line kms of surveying including IP, ground magnetometer and VLF geophysical work on the Goosly 2 claim, in addition to 14.1-line kms on Goosly

1 claims. VLF results were unable to identify any conductive zones within the survey area. Three chargeability anomalies were identified, however coincident with IP resistivity lows and lack of VLF responses correlates to a low priority target with no electromagnetic signature within these zones. All three anomalies are less than 20 meters from surface.

6. 2008 Airborne Gravimetric and Electromagnetic Surveys (Geoscience BC)

2008, QUEST West Project by Geoscience BC airborne gravimetric and electromagnetic surveys across a large sample area including over the Project area of Silver Lake Property in addition to a detailed survey block flown over the Equity Silver Mine. Data is readily available for public interpretation from Geoscience BC (Quest West Project).

7. 2009 Self-Potential Survey (Church and Haughton)

In 2009 Church and Haughton completed 1.6-line kms of self-potential surveying on the Gillian Silver claims. Results of the survey supported local geological observations on the property; however, the survey did not indicate any ore-like bodies of mineralization.

8. 2016 ZTEM Survey (Copper Mountain Mining Corp)

In 2016 Copper Mountain Mining Corp completed an airborne AFMAG Z-Axis Tipper electromagnetic (ZTEM) survey over the Goose property, NE of Goosly Lake. Results of the survey indicate a conductive response within the area of previous drilling on Goose 1 claims by Faraway Gold Mines between 1984-1986. Structural interpretation indicates a trend of the zone towards 160° rather than field/regional reports of 120°.

Drilling

1. 1970 Percussion Drilling (Orequest Ex. Synd)

During the 1970 season, Orequest Ex. Syndicate completed a total of 2 percussion holes totalling 720 feet (219.5 meters). Drilling was contracted by Tonto Explorations (Vancouver, B.C.), the extent of procedures used and drilling log sheets are historical and not publicly available. GL-1 was collared at 30S:8E and GL-2 was collared at 20S:7W, both holes were vertical and located in local grid lines. Drillhole GL-1 was within the historic claim JT68, while GL-2 was within JT69, both collared within present claim boundaries.

Exact collar locations are not available. Assay results for cuttings are summarized in Table 6.5.1 below.

Table 6.5.1 - Percussion Drilling results from Payette River Mines on D.G. claims from 1971 season.

Drillhole	Footage interval	Cu (ppm)	Zn (ppm)	Pb (ppm)	Ag (ppm)
GL-1	20 – 30	25	95	7	0.5
GL-1	100 – 110	35	80	10	1.0
GL-1	190 - 200	40	75	13	1.0
GL-2	30 – 40	35	73	10	2.0
GL-2	100 – 110	25	48	10	1.0
GL-2	190 - 200	35	75	10	0.5

2. 1974 Percussion Drilling (Payette River Mines)

Payette River Mines completed 4 vertical percussion drillholes on the D.G. claims to the northwest of Goosly Lake to test an IP anomaly centered on the D.G. #1 claim block from a 1971 survey (MacDonald, A, 1974). Approximately 250 meters (820 feet) of percussion drilling was completed by Josco Mining Co., Ltd (Kamloops, B.C.). Three of the four holes (Holes P-1 thru P-3) were within the present “Silver Lake N” claim block (Tenure ID 1079809), while P-4 was drilled off the current property boundaries this report entails. The cuttings from the holes were analyzed for Mo, Cu, Zn, Ag, Sb, As and Au, though no ore grade material was encountered as reported in Assessment Report 5195 for any of the percussion holes. Exact collar locations are not available.

3. **1976 Percussion Drilling (Gillian Mines Limited)**

11 percussion holes drilled by H.N. Horning Percussion Drilling Ltd (Kamloops, B.C.) were completed in the 1976 campaign by Gillian Mines Limited from October 5th to October 15th (Culbert. R, 1976). A total of 697.1 meters (2287 feet) were completed by the contractor, holes drilled in this campaign were prefixed “PG-1” thru “PG-11”. Initial drillhole targeting a fragmental breccia in rhyolite outcropping at 51S and 55E local grid lines. No exact collar locations are provided publicly. Drilling occurred on/in close proximity to the western claim boundary edge of the Gilliam Link claim (Tenure ID 1077709) encompassed within the area of this report. Percussion holes PG-1 thru PG-8 were drilled off the present property boundaries, while PG9 thru PG-11 were collared within the claims. Geochemical analysis at 10-foot intervals for Cu, Pb, Zn, Ag, As, Hg and Mn was used as a guide to nearby mineralization. Anomalous Cu values were noted in drillholes PG-9, -10 and -11, above 55 ppm threshold for the entirety of the holes; 60ft, 50ft and 50ft respectively. Furthermore, geochemical analysis of holes PG-9 and -10 had anomalous values of Ag above 2ppm background threshold.

4. **1979-1980 Diamond Drilling (Gillian Mines Limited)**

An initial phase of drilling began early December and ran until December 14th, 1979 where drilling contractor J.T. Thomas Diamond Drilling Ltd. (Smithers, B.C.) completed 3 NQ-sized drillholes totalling 1652 ft (503.5m). Drillholes were testing a region referred to as “Breccia Dome”, logged core displayed varying degrees of auto brecciation with pyrite mineralization noted in most of the holes. The location of the drillholes are within the south-western part of the Gilliam Link claim (Tenure ID 1077709) and within the current claim boundaries. Exact collar locations are not available.

A second phase of drilling also incurred in the ARIS report 8189B which references an additional 3 drillholes collared in early 1980 (80-1, 80-2 and 80-3). The grid locations of these drillholes are also within close proximity to the 1979 drilling and intersected as series of argillites and deeper rhyolitic units. Collar locations are believed to all be within the current Property claim boundaries based on public reports.

The Author’s search of publicly available files determined that between 1980 and 1981 while under the same operator that phase 2 drilling continued and completed with drillhole 80-33. The date of completion and collar locations are unknown and documentation of drilling is unavailable. The total meterage between early to mid 1980 to the beginning of 1981 under the Gillian Mines Ltd operation is unknown. The second phase of drilling included drillholes 80-1 to 80-33, for a total of 33 diamond drillholes. **The collar locations in reference to the Property boundaries are unknown to the Author; therefore, they are not used in the evaluation of the property.**

5. **1980 Diamond Drilling (Geokor Energy Holdings Ltd)**

Between July 26th and September 2nd, 1980 Nuson Drilling Ltd. completed 2 diamond drillholes for Geokor Energy Holdings Ltd. on the Tow claim (Now ESE is part of Gilliam Link (Tenure ID 1077709)). A total of 41.1 meters (135 feet) in two vertically drilled holes tested geological and geological work to

the west of the Tow claims and presence of IIP, EM and weak geochemical anomalies. Drilling was collared thick overburden and was unable to intersect any mineralization. Exact collar locations are not available.

6. **1981 Diamond Drilling (Gillian Mines Limited)**

Diamond drilling continued on Gilliam Link (formerly Loyd claims) claim (Tenure ID 1077709) in January 21st 1981 and was completed on April 15th, 1981. A total of 2332.3 meters (7652 ft) were drilled over a series of 12 NQ-sized drillholes in this time (81-34 thru 81-45) by J.T. Thomas Drilling Ltd. Geochemical analysis of drill core shows hydrothermal alteration of country rock likely by a sill like intrusive (Stevenson. P, 1982). This drill program identified a rhyolitic basement assemblage in more recent drilling of holes 80- 25 to 80-33 and 81-34 to 81-45. The locations and orientation of drillholes is unavailable and the author of this report was unable to find reference to them publicly. **The Author is unable to correlate the locations of these drillholes to current claim boundaries based on historic gridlines; therefore, they are not used in the evaluation of this report.**

7. **1984-1985 Percussion Drilling (Faraway Gold Mines Ltd.)**

Faraway Gold Mines Ltd., a private company who optioned the property that same year completed 15 percussion drillholes in the winter of 1984 and a further 25 percussion drillholes in early 1985 on the Sam mineral claim. The results of the percussion drilling returned highly anomalous values in zinc and silver; specifically, hole S-12 has a 180 ft. section from 210 ft. to end of hole at 390 ft. which returned 0.26 % to 1.5% Zn, with silver values between 4.6 to 23 ppm. Hole 17 intersected a 3-meter section containing 920 ppm zinc, 204 ppm copper and 50 ppm silver. A general trending northeast alteration zone of the dacitic rocks typically contains the more anomalous metal concentrations. Exact collar locations are not available; however, percussion holes are collared on the now Silver Sam mineral claim, with the bounds of the Property.

8. **1986 Percussion Drilling (Normine Resources Ltd.)**

During the period of October 20th to November 11th, 1986, Normine Resources Ltd. contracted L. Spence Enterprises Ltd. (Vancouver, B.C.) to complete 1326.5 meters (4352 ft) of percussion drilling over a series of 24 holes on their Goosly Lake Property. Holes PH 86-01 to PH 86-11, PH 86-21, and PH 86-22 were drilled on Goosly 2 claim groups and tested a westerly trending IP anomaly; while, the remainder of the holes were drilled on Goosly 1 claim block which is beyond the property boundaries of this report to the west. Percussion holes PH 86-07 and -08 intersected an altered pyritic tuff unit described to be geochemically anomalous to that of the nearby Equity Silver-Copper Type deposit (Norman. G, 1987). Exact collar locations for percussion holes are not available publicly upon review by the author of this report.

9. **1986-1987 Diamond Drilling (Faraway Gold Mines Ltd./Equity Silver Mines)**

Equity Silver Mines under agreement with Faraway Gold Mines Ltd managed the 1987 program and completed a total of 45 diamond drillholes on the Sam claim group between 1986 and 1987, sixteen (16) of which are collared within the current claim boundaries of the Project. The option agreement gave Equity Silver Mines the first right of refusal to the property. J.T. Thomas Diamond Drilling Ltd. completed 5926.8 meters of NQ coring. Total meterage from the six holes collared in 1986 is unknown by the author of this report. The significant results from the drilling campaign are listed below in Table 6.5.2. The sulfide intervals hosting mineralization were found within a series of green-grey andesitic tuff and volcanic

breccia units. Sulfide mineralization was typically brecciated or within a clay matrix and comprised of mainly pyrite with minor sphalerite, chalcopyrite, tetrahedrite and arsenopyrite, highlighted results are seen in Table 6.5.2. Drilling supports a hypothesis of a mineralized zone striking 120° that steeply dips to the north.

Collar locations for diamond drillhole are not available from public data; however, some orientations are listed for drillholes collared in 1987 in Table 6.5.3 (below). The author of this report was unable to find information on drill holes collared in 1986. Drillholes targeted four main zones: West, East, Central and South. Current claim boundaries include the following drillholes:

86-001	86-002	87-011	87-012	87-013	87-014	87-015	87-016
87-028	87-029	87-030	87-031	87-032	87-033	87-037	87-038

Table 6.5.2 – Highlighted Analytical Results in 1986-1987 drillholes on Sam Claims.

DDH No.	Zone	Ag (ppm)	Zn (%)	Interval (ft)	Length (ft)
11	West	13	0.03	366 - 393	27
11	West	154	0.19	393 - 398	5
12	West	44	1.97	523 - 535	12
12	West	44	0.02	580 - 612	32
14	West	120	7.94	817 - 823	5
14	West	3	5.01	823 - 833	10

Table 6.5.3 - 1987 Diamond drillhole information on Sam claims, by Faraway Gold Mines Ltd. Not all drillhole information was available in public reports. Listed drillholes are on the claims of the Project.

DDH No.	Zone	Azimuth (°)	Dip (°)	Length (m)
30	West	360	-45	152.4
29	West	180	-45	152.4
14	West	150	-45	155.4
28	West	180	-45	164.6
15	West	150	-45	152.4
12	West	327	-45	152.4
11	West	150	-45	207.3
13	West	150	-45	152.4
16	West	150	-45	150.4
31	Central	180	-45	152.4
32	Central	180	-45	149.4
33	Central	180	-45	161.5

Diamond Drilling Sample Preparation, Analysis, and QA/QC

1. **1979-1980 Drill Program (Gillian Mines Ltd.)**

No information on sampling procedures, sampling intervals and analytical methods used on drill core sampling from the 1979 drill program exist publicly on the Gillian claims and are unknown to the Author.

16 non-correlated assay samples were present in the Assessment Report No. 8189A. Samples were analyzed for Pb, Zn, Ag, As, Hg and Au seen in lab certificate 51844.

2. 1980-1981 Drill Program (Gillian Mines Ltd.)

Limited information on sampling procedures or intervals from the 1980-1981 drill program on the Gillian property are readily available to the author of this report; however, Assessment Report No. 10851 describes some information of geochemical procedures as follows:

Drill core from drill hole 80-25 thru 81-36 were sampled typically at four foot intervals for twelve element analysis. Drillholes 80-3, 80-7, 80-10 and 80-23 were sampled at one-foot intervals.

Drillholes 80-25 to 80-33 and 81-36 were analysed for copper, lead, zinc, silver, gold, barium and occasionally fluorine.

Drillholes 80-3, 80-5 to 80-7, 80-9 to 80-13 and 80-23 were analyzed for copper, lead, cadmium, silver, gold, fluorine and barium in addition to some portions analyzed for mercury, cobalt and iron.

No assay data was found by the Author of the report regarding analytical methods used to analyze the elements listed above.

3. 1980 Drill Program (Geokor Energy Holdings Ltd.)

No reference to sampling information or assays were reported to have been taken in the Assessment Report No. 8828 for the drill program conducted on the Tow Property.

4. 1986-1987 Drill Program (Faraway Gold Mines Ltd.)

Core samples from the drill program were assayed at the Equity Mine site assay lab. Split core samples were crushed to 6 mm, riffled down to about 500 gm, dried and pulverized to 325 mesh. Gold was determined on a 35 gram sub sample by fire assay/AAS. Cu, Pb, Ag, Zn, Fe, As and Sb were obtained by digesting one-gram samples in HNO₃: Tartarin acid, HCl and analyzing the solution by AAS. A total of 653 samples were analyzed from drillcore on the Sam claims. Sample lengths varied from 0.1 to 3.0 meters in length and were collected according to lithology, alteration and mineralization.

Core was stored at the Equity Mine site after logged and sampled.

Analytical results from the 1987 drill program are included in Assessment Report No. 17307. The Author of this report was not able to verify the existence of any QA/QC lab certificates from the Equity Mine assay lab and cannot evaluate the sample security or for these samples.

Percussion Drilling Sample Preparation and Analysis, and QA/QC

1. 1970 Percussion Drill Program (Orequest Exploration Synd.)

Limited information regarding the analytical procedures are available to the public. Drillholes were reported in 10-foot intervals at the top, middle and lower part of the holes.

No assay data specific to these intervals was found by the author of this report. Analytical methods of analysis and sample security are not known to the Author.

2. 1974 Percussion Drill Program (Payette River Mines Ltd.)

Cuttings from P-1 thru P-4 percussion holes drilled on the D.G claims were analyzed for Mo, Cu, Zn, Ag, Sb, As and Au in 30 foot to 60-foot sections. No analytical methods or procedures are available or know by the Author.

3. 1976 Percussion Drill Program (Gillian Mines Ltd.)

Limited information pertaining to the analysis and sample methods conducted on drillcore cuttings are available for the four percussion holes completed on the Gillian Property. Min-En Laboratories Ltd. completed geochemical analysis of the cuttings and assays are available in Assessment Report No. 6148. A total of 199 samples were collected in 10-foot sections.

The Author of this report was unable to locate laboratory certificates or QA/QC verification of these samples.

4. 1984-1985 Percussion Drill Program (Faraway Gold Mines Ltd.)

The 1984-1985 program collected and analyzed samples from 10-foot sections of core for copper, silver and zinc from the 40 drillholes completed (PF830418). Procedures in the collection and analytical methods applied to these samples are unknown as described in Property File 830410. Samples were analyzed by Bondar-Clegg & Company Ltd., of North Vancouver, B.C.

The Author of this report was unable to locate laboratory certificates or QA/QC verification of these samples.

5. 1986 Percussion Drill Program (Normine Resources Ltd.)

The percussion drill program completed by Normine Resources Ltd. collected a total of 339 samples were mechanically split at an 8:1 with the 1/8 portion collected in settling pail. Rock fragments settle to the bottom while overflow was allowed to escape. Samples were taken every 10 feet down the hole. A small amount of flocculent was missed with the sample slurry and the mixture allowed to settle for 5 to 7 minutes. The water was drained off and the remaining sample placed in a 10" x 17" Hunco material allows the water to drain. A small plastic vial was filled with a representative portion of the sample and retained for binocular examination. These vials were marked with hole number and footage and stored in the Company (Normine Resources Ltd.) office located in Vancouver, B.C.

Percussion holes were logged at the drill site as the percussion hole was drilled at. A binocular microscope was used to examine the sample as the fineness of the pulverized material precludes a detailed unaided visual observation. Conclusive rock type determinations are difficult even with usage binocular descriptions.

The sample was also panned to allow visual observation of heavy minerals, in this particular instance predominately magnetite and pyrite were observed.

The analytical procedure for geochemical analysis on cuttings from the 1986 program comprised of multi-element analyses completed by Min-En Laboratories Ltd. geochemically analyzed the above samples via I.C.P. for the followed elements: Ag, As, Cd, Cu, Fe, Mn, Mo, Ni, Pb, Sb, V, Zn, and Au; in addition, a selected 58 of the above samples were geochemically analyzed for: Al, B, Ba, Be, Bi, Ca, Co, K, Li, MG, Na, P, Sr and Th.

The assay certificates are available in Assessment Report No. 15967.

Information regarding the sample security, storage or lab QA/QC is not available on public reports and are unknown to the Author.

Stream Sediment Sample Preparation and Analysis, and QA/QC

1. **1970 Stream Sediment Program (Lewes River Mines Ltd.)**

Limited information regarding the sample analysis of the geochemical program from 1970 was available in Assessment Report No. 2863. Geochemical analysis was completed by Chemex Labs Ltd., North Vancouver, B.C. Insufficient records of the total number of silt samples collected and the analytical procedure employed by the laboratories for this type of sample and is not known to the Author

Soil Sample Preparation and Analysis, and QA/QC

1. **1969 Soil Program (Bayland Mines Ltd.)**

A total of 281 soil samples were collected and submitted from the 1696 geochemical work done on the KG claims group. Samples were collected on all lines every 200 feet. A specially constructed 1" wide soil auger was used to facilitate sampling down to 3 feet. The sample was put in a brown paper envelope and careful notes were kept regarding depth, color, type horizon, texture, angle of slope, and direction of drainage. Each night, all information from the field was transferred to specially printed sheets to form a permanent record and prevent any possible errors. The samples were dried, packed in boxes, and shipped by rail to the laboratory. Every 4.00 feet along the baseline a soil profile was established and samples taken from different horizons and depths to properly correlate analytical results.

Analytical procedures are described in Assessment Report No. 2196 as follows:

All samples were sent to: Vancouver Geochemical Laboratories Ltd., 1521 Pemberton Ave., North Vancouver. The minus 80 mesh fraction was used; weight of sample 0.5 gram-volume of dilution 10 ml., extraction with hot HN03 and HCLO4 (techtron AA4) nitrous and Acetylene for Mo and Acetylene and Analysis by atomic absorption Spec. (tech and air for Cu and Zn). The analyst was Nr. Conway Chun.

The analytical certificates from Vancouver Geochemical Laboratories Ltd., are not included in the Assessment Report No 2196; therefore, the Author has insufficient records form the 1969 program to evaluate the sample security or QA/QC for these samples.

2. **1969 Soil Program (Mark V Mines Ltd.)**

A total of 772 geochemical soil samples were collected and submitted to T.S.L Laboratories in Vancouver for analysis. The samples were typically collected at depths from 2' to 3' below surface level, if not present the 'B' horizon was collected and placed into a station marked 'soil sampling bag'. Upon receipt at T.S.L Laboratories Ltd. the samples underwent preparation and analysis for copper and zinc measurements. Sample preparation consisted of drying samples in an oven at 200°F then separately sieved through a nylon screen to -18 mesh size. One-gram pf the sample is measured and digested by hot hydrochloric acid. The resulting solution is brought up to volume and read in a Jarrel-Ash Atomic Absorption unit. Samples are measured again standard solutions and frequently checked by use of samples analyzed on other machines and laboratories.

The analytical certificates from T.S.L Laboratories Ltd., are not included in the Assessment Report No 2239; therefore, the Author has insufficient records form the 1969 program to evaluate the sample security or QA/QC for these samples.

3. **1969 Soil Program (Dorita Silver Mines Ltd.)**

In the 1969 geochemical program completed on the Goosly property, a total of 3850 soil samples were collected using a short-handled shovel or 1 ½ inch auger from the top of the 'B' horizon as described in

Assessment Report No. 2311. Field dried samples were submitted to a commercial laboratory in Vancouver. Samples were sieved in minus 80 mesh and partially retained for analysis.

A standard scoop of minus 80 mesh soil was digested using perchloric-nitric attack. Analysis for copper and silver were made using the atomic absorption method of the trace analysis. Internal laboratory standard samples were inserted and run with each digestion batch (40 samples).

The analytical certificates from "commercial laboratory" are not included in the Assessment Report No 2311; therefore, the Author has insufficient records from the 1969 program to evaluate the sample security.

4. **1969 Soil Program (Orequest Exploration Synd.)**

The 1969 soil program over the Goosly Lake project collected a total of 500 soil samples along N-S lines approximately 200 feet spaced stations and lines separated by 3000 feet, while cross lines were spaced at 800 feet. Standard field practice of soil sample collection and accompanying notes were collected as samples were collected from the 'B' horizon using a shovel.

500 samples were submitted to Vancouver Geochemical Laboratories Ltd., North Vancouver, and underwent drying preparation and sieved to minus 80 fraction for analysis. 1.0 g or 0.5 g of the 80-minus sample was used and weighed by top loading balance. Samples were heated in a sand bath with nitric and perchloric acids (15% to 85% by volume of concentrate acids respectively). Digested samples were diluted with demineralized water to fixed volume and shaken.

Molybdenum analysis was determined using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a molybdenum hollow cathode lamp. Digested samples were aspirated directly into a nitrous oxide acetylene flame. Results were read out on a Photovolt Varicord Model 43 chart reader. Molybdenum value, in parts per million, was calculated by comparing a set of molybdenum standards.

Copper, zinc, silver and lead analyses were determined using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a respective hollow cathode lamp. The digested samples were aspirated directly into an air acetylene flame.

The analytical certificates from Vancouver Geochemical Laboratories Ltd., are not included in the Assessment Report No 2235; therefore, the Author has insufficient records from the 1969 program to evaluate the sample security or QA/QC for these samples.

5. **1970 Soil Program (Mark V Mines Ltd.)**

Samples were collected along lines with 100' stations from the 'B' horizon layer situated 15" to 18" below surface. A total of 906 soil samples were collected for geochemical analysis.

110 samples were analyzed at T.S.L Laboratories for copper and zinc. Upon receipt at T.S.L Laboratories Ltd. the samples underwent preparation and analysis for copper and zinc measurements. Sample preparation consisted of drying samples in an oven at 200°F then separately sieved through a nylon screen to -18 mesh size. One-gram portion of the sample is weighed and digested by hot hydrochloric acid. The resulting solution is brought up to volume and read in a Jarrel-Ash Atomic Absorption unit. Samples are measured against standard solutions and frequently checked by use of samples analyzed on other machines and laboratories.

The analytical certificates T.S.L Laboratories Ltd., are not included in the Assessment Report No 2726; therefore, the Author has insufficient records from the 1970 program to evaluate the sample security or QA/QC for these samples.

Vancouver Geochemical Laboratories did the assays on silver using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a respective hollow cathode lamp. The digested samples were aspirated direction into an air acetylene flame.

The analytical certificates from Vancouver Geochemical Laboratories Ltd., are not included in the Assessment Report No 2726; therefore, the Author has insufficient records form the 1970 program to evaluate the sample security or QA/QC for these samples.

6. 1970 Soil Program (Lewes River Mines Ltd.)

The 1970 geochemical program consisted of the collection of 1789 soil samples taken along 400' intervals along cut lines on the Goosly property. Samples were collected from the 'B' horizon with a mattock grubhoe. Analysis was completed by Chemex Labs Ltd., North Vancouver, B.C., for copper and silver determinations. Sample preparation screened the soils though minus-60 mesh and used atomic absorption spectrometry of hot nitric-perchloric extraction.

The analytical certificates from Chemex Labs Ltd., are not included in the Assessment Report No 2863; therefore, the Author has insufficient records form the 1970 program to evaluate the sample security or QA/QC for these samples.

7. 1970 Soil Program (Orequest Resources Synd.)

1970 geochemical program was complementary to the 1969 program completed by the owner, Orequest Resources Synd, and was infilling soil lines in the Goosly Lake property.

A total of 400 samples were submitted to Vancouver Geochemical Laboratories Ltd., North Vancouver, and underwent drying preparation and sieved to minus 80 fraction for analysis. 1.0 g or 0.5 g of the 80-minus sample was used and weight by top loading balance. Samples were heated in a sand bath with nitric and perchloric acids (15% to 85% by volume of concentrate acids respectively). Digested samples were diluted with demineralized water to fixed volume and shaken.

Molybdenum analysis was determined using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a molybdenum hollow cathode lamp. Digested samples were aspirated directly into a nitrous oxide acetylene flame. Results were read out on a Photovolt Varicord Model 43 chart reader. Molybdenum value, in parts per million, was calculated by comparing a set of molybdenum standards.

Copper, zinc, silver and lead analyses were determined using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a respective hollow cathode lamp. The digested samples were aspirated direction into an air acetylene flame.

The analytical certificates from Vancouver Geochemical Laboratories Ltd., are not included in the Assessment Report No 2971; therefore, the Author has insufficient records form the 1970 program to evaluate the sample security or QA/QC for these samples.

8. 1976 Soil Program (Gillian Mines Ltd.)

In 1976, a total of 830 soil samples were taken at 50-meter intervals along cut grid lines from the 'B' horizon from pits dug with a grub-hoe from the Gillian property. Samples were prepared and sent to Min-En Laboratories in North Vancouver, B.C. for multielement analysis. Sample preparation included oven drying the shipped kraft bags, then sieving through minus-80 mesh. Determinations were as follows: i) Nitric and perchloric acid digestion and atomic absorption analysis for Cu, Zn and Ag, and ii) Flameless atomic absorption for Hg, and iii) calorimetric determination of Ag.

The analytical certificates from Min-En Laboratories, are not included in the Assessment Report No 6151; therefore, the Author has insufficient records from the 1976 program to evaluate the sample security or QA/QC for these samples.

9. **1985 Soil Program (Normine Resources Ltd.)**

In 1986, 117 soil samples were collected from the 'B' horizon from the Goosly 2 claim group at 50-meter spacing along grid lines. Soils were analyzed by Min-En Laboratories, North Vancouver, B.C., for copper, lead, zinc, silver and arsenic. A further 123 geochemical samples at 25-meter spacing were collected for mercury analysis along the same grid.

Procedures for Cu, Pb, Zn, Ag are as follows:

Samples were dried at 95° then screened to minus-80 mesh size for analysis. 1.0 gram of the samples are digested for 6 hours with HNO₃ and HClO₄ mixture. Samples are diluted to a standard volume. The solutions are analysed by Atomic Absorption Spectrophotometers.

Copper, lead, zinc and silver are analysed using the CH₂H₂- Air flame combination. Background corrections for Pb, Ag upon request are completed.

Procedures for Hg, 1.0 gram sample is digested with nitric and sulphuric acid. Then further oxidized with 30% H₂O₂ while heating and repeating the oxidizing steps. After cooling and diluting the solution, 5% KMNO₄ is added in the titrating manner until the pink colour is obtained. Mercury is realized by reducing solution into a flameless atomic absorption chamber and measured in comparing samples with known standards.

Procedures for As are not described in the Assessment Report No. 14346.

The analytical certificates from Min-En Laboratories, are not included in the Assessment Report No 14346; therefore, the Author has insufficient records from the 1986 program to evaluate the sample security or QA/QC for these samples.

10. **1986 Soil Program (Normine Resources Ltd.)**

A total of 114 'A' horizon and 205 'B' samples were collected from 50-meter stations along lines spaced at 200 meter intervals on the Goosly 1 and Goosly 2 claims. The following analytical methods were completed by Min-En Laboratories, Vancouver.

Procedures for Cu, Pb, Zn, Ag are as follows:

Samples were dried at 95° then screened to minus-80 mesh size for analysis. 1.0 gram of the samples are digested for 6 hours with HNO₃ and HClO₄ mixture. Samples are diluted to a standard volume. The samples are analysed by computer operated Jarrel Ash 9000ICP. Inductively coupled plasma analyser. Reports are formatted by routing computer dotline print out.

Procedures for Hg are not described in the Assessment Report No. 15967.

Procedures for As are not described in the Assessment Report No. 15967.

The analytical certificates from Min-En Laboratories, are included in the Assessment Report No 15967; however, the Author has no record of internal lab QA/QC procedures nor security of samples.

Trench, Grab, Chip, and Channel Sample Preparation and Analysis, and QA/QC

1. **1969 Trench Program (Orequest Resources Synd.)**

Trench samples were collected from seven trenches and sampled at 1-foot depth intervals. A total of 42 samples collected from the trenches were sent for copper and zinc analyses.

Samples were received at Vancouver Geochemical Labs then dried in a ventilated oven. Rock samples were crushed and pulverized to minus-80 mesh. 1.0 g or 0.5 g of the 80-minus sample was used and weight by top loading balance. Samples were heated in a sand bath with nitric and perchloric acids (15% to 85% by volume of concentrate acids respectively). Digested samples were diluted with demineralized water to fixed volume and shaken. Copper, zinc, silver and lead analyses were determined using a Techtron Atomic Absorption Spectrophotometer Model AA4 with a respective hollow cathode lamp. The digested samples were aspirated direction into an air acetylene flame. The analyses were supervised or determined by Mr. Conway Chun, or Mr. Laurie Nicol and their laboratory staff.

Analytical certificates from Vancouver Geochemical Labs are not available in Assessment Report No. 2971. Sample QA/QC verification and security are unknown to the Author of the report.

2. **2009 Rock Sampling Program (Church and Haughton)**

A limited sampling program to accompany geophysical work was completed in 2009 by B. Church and D. Haughton. A total of 15 rock samples were sent to Acme Analytical Laboratories Ltd., Vancouver, B.C. for multielement and whole rock analysis. In this case Acme's 41 element 'Group 1EX' package was used that is adaptable for litho- or stream sediment geochemical prospecting. The 41-element package analyzed for Ag, Al, As, Au, Ba, Be, Bi, Ca, Cd, Ce, Co, Cr, Cu, Fe, Hf, K, La, Li, Mg, Mn, Mo, Na, Nb, Ni, P, Pb, S, Sb, Sc, Sn, Sr, Ta, Th, Ti, U, V, W, Y and Zn 4-acid digestion with ICO-ES finish. This analytical method follows a routine whereby samples split to 0.25g and are subjected to combined acid dissolution, HF + HNO₃ + HClO₄, followed by take-up of the dried residue in HCL. The final determination is done by ICP-mass spectrometry that gives lower detection limits for the major elements in the range 0.001 to 0.01 % and 0.1 to 1 ppm for minor elements. The quality of results is gauged by replicate analyses and the use of standard samples. In addition to the 15 original samples, Acme Labs inserted replicate samples and standard reference material to batch analyses.

Analytical certificates and quality control reports are included in Assessment Report No. 31051 (See "VAN08009219.1").

Geological Setting and Mineralization

Geologic Setting and Regional Geology

The Silver Lake Property is located within the Intermontane tectonic province of British Columbia and underlain by rock assemblages of the allochthonous Stikine terrane. The Stikine terrane formed outboard of ancestral North America starting in the Late Paleozoic and was accreted initially to other allochthonous terranes including Quesnel and Cache Creek terranes. These terranes were subsequently sutured to the North American margin in the Middle Jurassic. The mosaic of terranes has since been intruded by postaccretion plutonic suites and covered by siliciclastic deposits.

The Stikine Terrane

The Stikine terrane generally trends northwest spanning over 1,500 km across the length of British Columbia and varies in width from over 300 km wide to less than 100 km. It is the largest terrane in BC

among the most metallogenetically significant. The Philippine microplate with complex, opposite-facing arcs is considered a present-day analog (Marsden and Thorkelson, 1992).

The Stikine terrane is a complex volcanic arc assemblage built during three episodes of island arc formation between the late Paleozoic and early Mesozoic. Each is represented by an unconformity- bounded volcanic-sedimentary sequence and coeval intrusive suite: 1) Devonian to Permian Stikine assemblage and Asitka Group and Forrest Kerr and More Creek plutons, (Logan et al. 2000; Gunning et al. 2006); Middle to Upper Triassic Stuhini and Takla Groups and accompanying intrusions such as the Hotailuh and Hickman batholiths (Souther, 1977; Monger, 1977; Dostal et al. 1999); and Lower to Middle Jurassic Hazelton Group and related high-level intrusions such as the Texas Creek suite (Barresi et al., 2015). Much of the porphyry related metal endowment is contained within sub-volcanic intrusive complexes related to the Stuhini and Hazelton Groups.

Post Accretionary Stratigraphic Rocks

Middle – late Mesozoic Bowser Lake Group and Skeena Group rocks formed in syn -post accretionary basins and cover much of the north-central part of the Stikine terrane. The Bowser Lake Group sedimentary sequence spans the former basin between the Stikine Arch and Skeena Arch and consists of nine different sedimentary assemblages (Evanchick et al., 2001).

The Mesozoic volcano-sedimentary packages of Stikinia form the basement rocks in the area, which are comprised of Late Triassic to Middle Jurassic arc volcanic rocks and their erosional products. The Bowser formation records marine deposition from the Upper Jurassic until the mid-Cretaceous as overlapping basinal assemblages, with subsequent deposition of the Skeena Group in the Early Cretaceous. Continental margin arcs were episodically deposited unconformably during the Late Cretaceous to Eocene producing the Kasalka, Ootsa Lake, and Endako groups (Kim et al., 2015).

Post Accretionary Intrusions

During late Mesozoic to Cenozoic time, intrusive rocks formed in an intracontinental setting, after the outboard host arc and related terranes accreted to the western margin of North America and accumulated siliciclastic cover rocks. The intrusive rocks are interpreted to occur in continental back arc settings and individual deposits are generally hosted by older country rocks referred to above. Deposits are generally hosted within the Hazelton group and show a spectrum of metal associations and deposit styles; porphyry copper-molybdenum at the Huckleberry mine (currently on care and maintenance status); porphyry copper-gold at past producing Bell and Granisle mines; porphyry molybdenum at the past producing Kitsault mine. Precious and base metal vein deposits can occur peripheral to intrusive stocks, such as at the Equity Silver Mine.

Structure and Folding

Braided sets of post-accretionary, northwest trending, strike-slip faults, transect the mosaic of terranes and set the overall structural grain of the Cordillera. Faults record mainly dextral displacement from mid Cretaceous to Eocene and with a cumulative offset up to 800 km (Gabrielse et al., 2006).

The Skeena Arch is a northeast - southwest structural corridor which transects approximately the middle of the Stikine terrane. The Skeena Arch is the topographic highland which separates the Bowser basin sediments to the north and the Netchako plateau to the south. Faults in this area create a mesh-like map pattern which cross-cut the general northwest trend of the Cordillera with east-northeast trending host and graben faults. The Skeena Arch is endowed with over 800 known mineral occurrences detailed in the BC geological Survey's MINFILE database.

The broader Silver Lake property region lies in the Skeena Fold Belt, a regional fold and thrust belt primarily expressed in thinly layered strata of the Bowser Basin but also present within Stuhini and Hazelton strata. The majority of fold and thrust faults trend northwest and accommodate northeasterly shortening during the Cretaceous. Northeast trending folds in the domains on the western side of the fold belt have similar geometry and scale as northwest trending folds.

The Silver Lake property lies in a block-faulted depression controlled by a system of an echelon strike-slip faults linked by pull-aparts referred to by some authors as the Buck Creek Basin (Dostal et al., 2005). Basin fill is comprised of intermittent sedimentary and volcanic rocks and associated intrusive stocks, dikes, and sills.

Property Geology

The Silver Lake property and surrounding area is underlain by sedimentary rocks of the Skeena Group (Red Rose Formation), andesitic volcanics of the Kasalka Group, and volcanics of the Endako Group (Buck Creek, Goosly Lake formations). A stock belonging to the Goosly Lake plutonic suite is mapped intruding Kasalka Group sediments in the western portion of the Gillian Link claim (1077709). Property geology map shown in Figure 7.7.1.

Skeena Group

The Skeena group is comprised of marine and continental sedimentary rocks and volcanic strata deposited in the Early to Late Cretaceous following regional uplift and erosion of the Skeena Arch. Sediments of the Skeena Group were transported southwest across the arch from the Pinchi belt and Columbian orogen (Tipper and Richards, 1976). The Skeena Group has been separated into the Lower Cretaceous Red Rose Formation and the Upper Cretaceous Brian Boru Formation (Sutherland Brown, A. 1960). Volcanics in the Skeena Group have been separated into the Brian Boru Formation, consisting of grey to green basaltic to rhyolitic breccias, tuffs, and flows. Andesites occur as flows or breccias ranging from purple to green to grey.

Sedimentary rocks of the Skeena Group at the Silver Lake Property have been ascribed to the Red Rose Formation, and are described as greywacke, sandstone, shale, and conglomerate with common coal seams. Skeena Group sediments are, in places, difficult to distinguish from Bowser Lake and Hazelton group sediments, and are differentiated based on the presence of fine flakes of detrital muscovite which are lacking in Hazelton and Bowser Lake sediments.

Kasalka Group

The Kasalka Group has a wide distribution in British Columbia, from Kemano to the west and as far north as Smithers. Kasalka Group rocks have been interpreted to be either Jurassic andesite or younger Eocene felsic rocks with a basal unconformity of conglomerate overlying deformed, older rocks. Basal conglomerates are unconformably overlain by thick packages of andesite flows and volcanoclastic rocks. The youngest members of the Kasalka group consist of rhyolitic flows that unconformably overlie the andesitic flows and volcanoclastic rocks (MacIntyre, 1977, 1985).

Kasalka Group volcanics are associated with several mineral deposits, including the large Blackwater epithermal-style Au-Ag deposit. The Capoose Au-Ag deposit south of Fraser Lake is hosted in similar rock types of comparable age to the Kasalka group, as well as the Newton deposit located southeast of the Blackwater deposit hosted in Late Cretaceous felsic volcanic rocks likely representing a southerly occurrence of the Kasalka Group (Kim ert al., 2015).

The Kasalka Group basal conglomerate is characterized by polymict, poorly sorted, clast supported, cobble to boulder conglomerate. Exposures of basal conglomerate of the Kasalka Group can be found north and south of Francois Lake and trending northwest for 28km. Cobble-sized clasts are generally well-rounded and comprised of fine-grained green and maroon volcanics and flow-banded rhyolite. Conglomerate matrix is either volcanic, similar to the green-maroon lithoclasts, or of sedimentary origin as dominantly dark red quartz-feldspar and matrix with green-grey silica cement (MacIntyre, 1977). These conglomerates form the base of the Kasalka Group, which unconformably overlie the Jurassic Hazelton and Middle Cretaceous Skeena groups.

Andesite flows form the largest component of the Kasalka Group, sitting unconformably on top of the basal conglomerate. Outcrops are found along a similar northwest trend from Burns Lake to Knewstubb Lake. Andesites are described as pale grey-brown to grey-purple weathering andesite to dacite flows, with grey to maroon fresh surfaces and ubiquitous plagioclase and hornblende phenocrysts.

Rhyolites of the Kasalka Group are described as whitish-pink to grey weathering rhyolitic ash to crystal tuffs. They are light pink-grey to bright pink on fresh surfaces and chalky green lithic fragments of altered green pumice in fine-grained matrix. Lithic fragments make up to 15% of the unit.

A large portion of the Silver Lake property is interpreted to be underlain by Kasalka group andesitic volcanic rocks.

Ootsa Lake and Endako Groups

The Ootsa Lake Group is defined as an Eocene to Oligocene assemblage of mainly rhyolitic to dacitic lavas, volcaniclastic rocks, and minor basalt, andesite, and sedimentary rocks. The Endako Group is comprised of flat-lying to gently dipping strata of amygdaloidal, plagioclase-phyric, and rarely pyroxene or olivine phyric dacitic, basaltic to andesitic lavas up to 600m thick (Bordet, Hart, and Mihalynuk, 2014). Endako Group strata are only reported in the Nechako Plateau south of Fort Fraser and at Blackdome mine, where they unconformably overlie the Ootsa Lake Group.

Endako Group rocks at the Silver Lake property belong to the Goosly Lake and Buck Creek formations. The Goosly Lake formation is comprised of trachyandesite flows, dikes, and stocks. Goosly Lake volcanics and associated intrusions have been dated to 52+/-1Ma (Dostal et al., 2001). At the Silver Lake property, the Goosly formation occurs as alkaline volcanics ascribed to the Endako Group and as monzodiorite to gabbroic intrusive rocks located in the southwest portion of the claim block. Buck Creek formation rocks are described as intermediate to mafic flows and breccias dating to 50+/-1Ma (Dostal et al. 2001). Rocks belonging to the Buck Creek formation in the area surrounding the Silver Lake property are described as basaltic volcanic rocks.

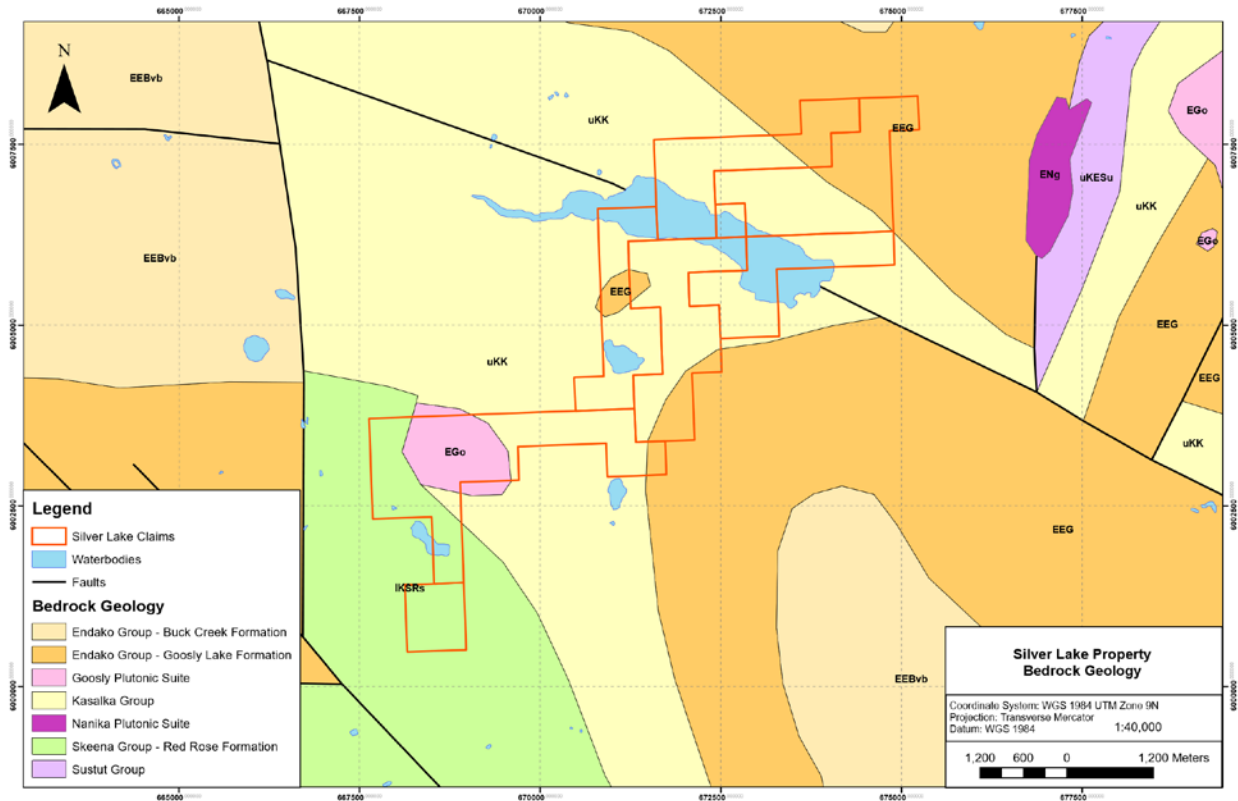


Figure 7.1.1 - Silver Lake property geology map

Mineralization and Structure

There are at least two known MINFILE showings on the Silver Lake property and ten additional showings, prospects, and past producers in the area immediately surrounding the claims. Mineralization style is predominantly polymetallic base and precious metal veins within Eocene volcanics of the Goosly Lake formation and associated intrusive rocks and porphyry-style copper +/- molybdenum +/- gold mineralization in Nanika intrusive rocks.

The Equity Silver mine lies roughly seven kilometers to the northeast of the center of the Silver Lake claim block and is a past producing silver mine. Mineralization at the Equity Silver mine is interpreted to be epigenetic in origin, resulting from hydrothermal metal-bearing fluid incursions into volcanoclastic country rocks. The source of the hydrothermal fluid is thought to be nearby intrusive activity.

ORION, DOE showing (MINFILE 093L 330)

The Orion showing is located in the Orion claim block (1077551) and is reported to host exposures of pyrite and float of massive sulfides. The showing is underlain by sedimentary rocks of the Red Rose formation with nearby gabbro stock intruding volcanic rocks. In 1967, North Pacific mines completed a magnetic survey and identified two anomalous areas in the vicinity of the showing. Some diamond drilling is reported to have been completed on these zones, but no records are available.

SAM, NWB, DG Showing (MINFILE 093L 260)

The SAM showing is located in the northeast portion of the property on the Silver Sam tenure (1077550). It is reported to host subvolcanic Cu-Ag-Au and polymetallic Ag-Pb-Zn+/-Au style mineralization. The showing occurs in sericite-carbonate-chlorite-quartz altered Eocene volcanics belonging to the Goosly Lake

formation. Massive sulfide veins ranging from 0.1 to 3.0 meters thick are reported to occur along the southeast side of an altered belt of andesitic tuffs and volcanic breccias. The dominant sulfide is pyrite with minor sphalerite and traces of chalcopyrite, tetrahedrite, and arsenopyrite. The alteration zone strikes 120 degrees and dips steeply north, ranging from 70 to 200 meters thick.

In 1986 and 1987, drilling intersected several massive to semi-massive sulfide intervals in the East zone within pyritic quartz-calcite-silicate alterations zones. Silver values within massive sulfide intervals ranged from 25.0 to 715.0 grams per tonne.

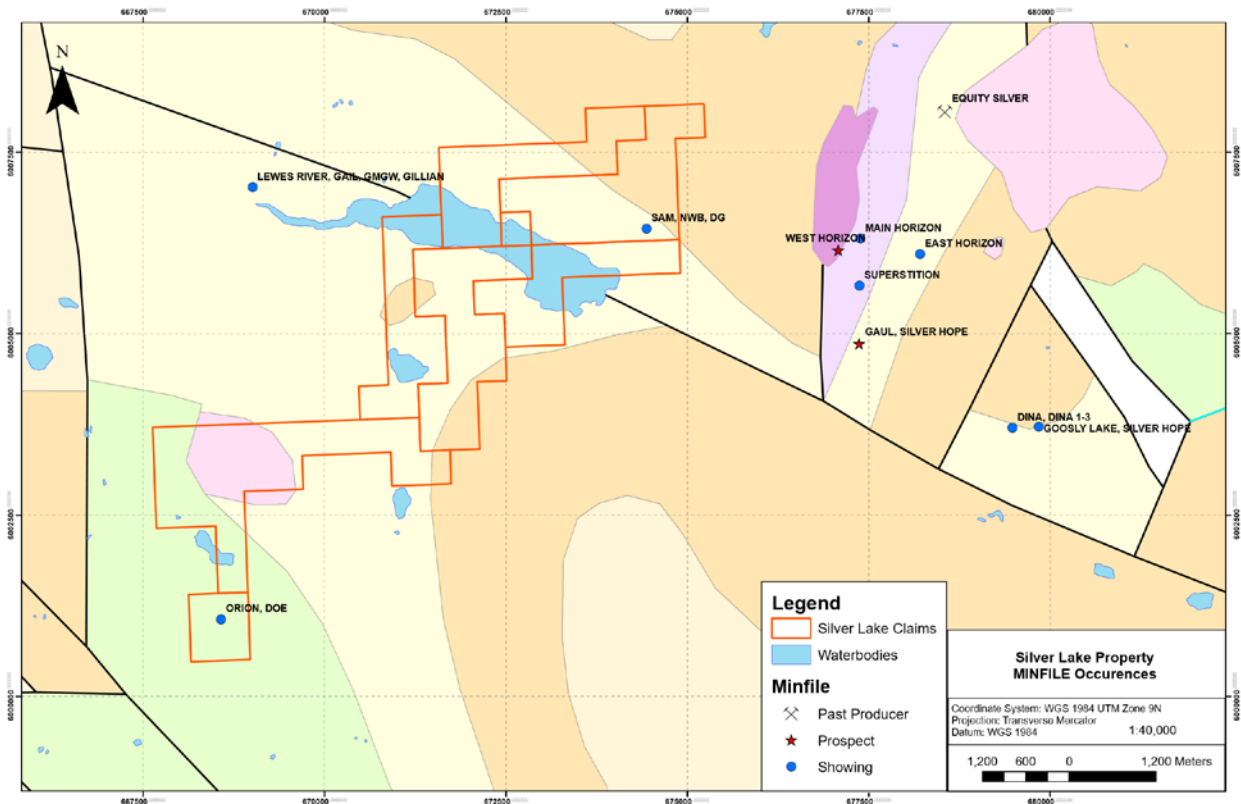


Figure 7.2 - MINFILE occurrences on Silver Lake property and surrounding claims.

Deposit Types

Two deposit styles occur in the area of the Silver Lake property and are the focus of historical and current exploration efforts. Mineralization at the Silver Lake property is likely intrusion related and may be porphyry calc-alkalic or porphyry related epithermal.

Porphyry Calc-alkalic Exploration Model

A description of porphyry-style systems is provided by Rogers (2010) and seen in Figure 8.1 below:

“...fracture-controlled quartz-sulfide veinlets and veins, and sulfide disseminations in fractures hosted by, or proximal to, high-level, calc-alkaline, intermediate to felsic, porphyritic intrusions. There may be a spatial and genetic relationship to high-level (epizonal), calc-alkaline, intermediate to felsic stocks, dykes, sills, and breccia pipes, with porphyritic phases, that are intrusive into volcanic and sedimentary rocks. These commonly occur as subvolcanic intrusions to volcanic complexes. The porphyritic intrusions and/or

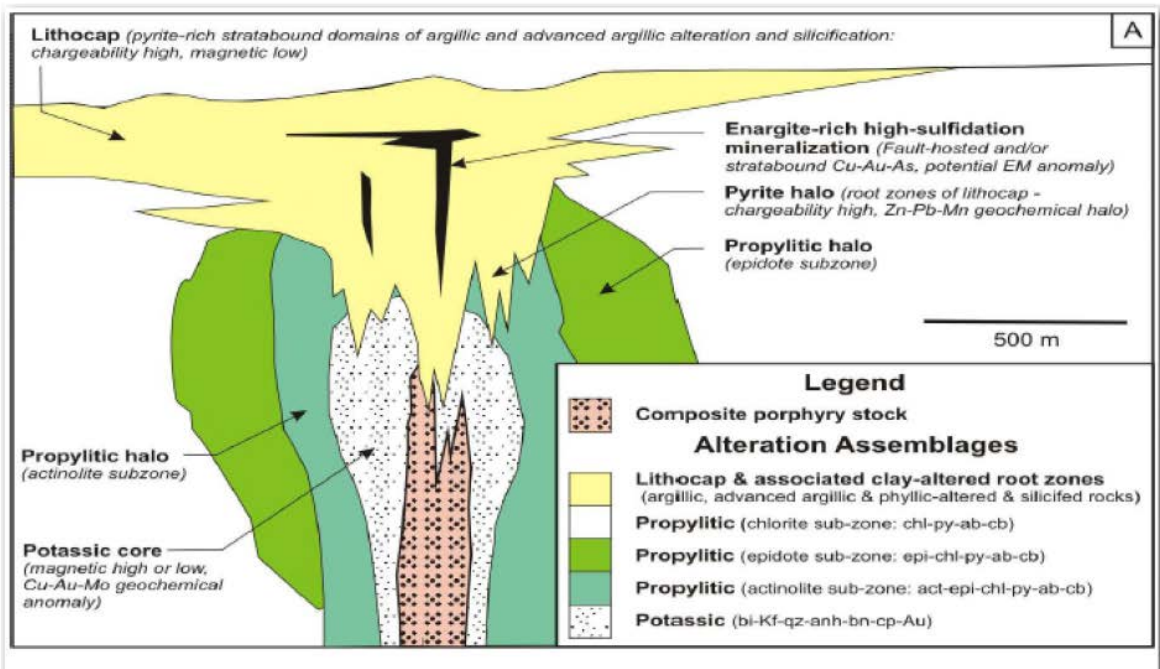
the surrounding country rocks may host the mineralization. Multiple intrusive phases and brecciation are common. Typical general associations are: quartz monzonite to alkali feldspar granite: Mo-W; granodiorite to quartz monzonite: Cu-Mo; and diorite-quartz diorite-tonalite: Cu-Au-(Mo).”

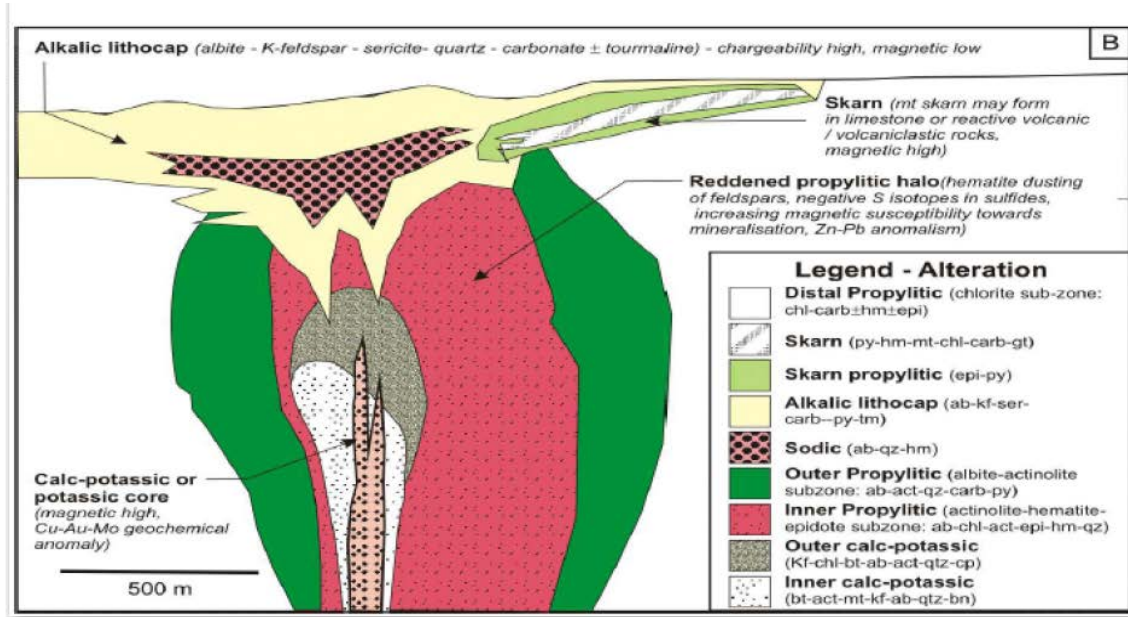
Nanika intrusives in the vicinity of the Silver Lake property, such as the Berg and the Lucky Ship, are known hosts for porphyry copper-silver-molybdenum mineralization. The Berg deposit hosts a NI 43-101 measured and indicated resource of 506.0 Mt grading 0.30% Cu, 0.037% Mo, and 3.8g/t Ag (Harris and Labrenz, 2009). The Berg Deposit is located roughly 80km southwest of the Silver Lake property and does not indicate the presence of related mineralization on the Silver Lake property.

The Lucky Ship deposit is an Eocene porphyry deposit located roughly 45km southwest of the Silver Lake property. The Lucky Ship deposit hosts and NI 43-101 indicated resource estimate of 65.5 Mt grading 0.064% Mo within a multiphase porphyry and breccia Nanika intrusion (Lee and White, 2008). The Lucky Ship deposit does not indicate the presence of related mineralization on the Silver Lake property.

The calc-alkaline porphyry copper-molybdenum-silver deposits described above occur as disseminations and stockwork veins with and along the margins of Eocene Nanika intrusive rocks. The mineralization at the Silver Lake property is believed to be, in part, sourced from nearby Nanika intrusives.

Figure 8.1 - Zoned porphyry system model after Holliday and Cooke, 2007.





Porphyry Related Epithermal

The following description of epithermal deposits has been modified from John et al., 2010:

“Epithermal gold-silver deposits are shallowly formed vein, stockwork, disseminated, and replacement deposits that are mined primarily for their gold and silver contents; some deposits also contain substantial resources of lead, zinc, copper, and (or) mercury. Although many epithermal deposits are known for their high gold grades (bonanza ores with more than 1 troy ounce [31.10348 grams of gold per short ton] [34.3 parts per million]) amenable to mining by underground methods, many bulk tonnage deposits with as little as 1 part per million (ppm) gold or less are presently being exploited by open-pit mining... epithermal deposits most commonly occur as veins or breccias developed in local extensional or dilational fault and fracture zones. Disseminated and replacement ore also commonly forms in permeable lithologies where horizons intersect faults or fractures that allowed fluid ingress. Most known epithermal gold-silver deposits are Cenozoic, which reflects preferential preservation of these shallowly formed deposits in tectonically unstable regions.”

Copper-silver-gold mineralization at the Equity Silver Mine is epigenetic in origin, resulting from intrusive activity and the introduction of metal-bearing solutions into the pyroclastic division of the Goosly sequence. Sulfides introduced into the permeable country rock formed stringers and disseminations which grade into zones of massive sulfide. In the Southern Tail zone, sulfides formed veins, fracture fillings, and breccia zones in brittle and less permeable tuffs. Remobilization and concentration of sulfides occurred adjacent to post-mineralization dikes.

Exploration

2020 Geophysical Survey

Geotech Ltd. was contracted by Prosperity Exploration Corp. in December 2020, to conduct a total of 181 line-kms of helicopter-borne Versatile Time Domain Electromagnetic (VTEM) and a caesium vapour optically pumped magnetometer. Ancillary equipment included a GPS navigation system and a radar altimeter.

Flight lines were flown over the Silver Lake Property at a nominal line spacing of approximately 150-meters between E-W lines, with 5 N-S tie lines approximately 1200 meters apart. The Geotech geophysical system (VTEM™) consists of helicopter-borne time-domain electromagnetic system with Full-Waveform processing. Measurements consisted of Vertical (Z) component and aeromagnetics using a caesium magnetometer.

Geotech VTEM

Versatile time domain electromagnetics (VTEM) is an electromagnetic system that generates an electromotive force (emf) by turning current on and off in a large transmitter loop, a time varying field is produced (dB/dt) and an electro-motive force (emf) is created as a finite impulse response. A smoke-ring like current ring around the transmitter loop expands outward and downward with time. When conductive rocks and mineralization are encountered, a secondary field is created by mutual induction and measured by the receiver at the centre of the transmitter loop.

Measurements are made during the off time, when only the secondary field (representing the conductive targets encountered in the ground) is present. Efficient modeling of the results can be carried out on regularly shaped geometries, thus yielding close approximations to the parameters of the measured targets. The following is a description of a series of common models made for the purpose of promoting a general understanding of the measured results. Variation of Plate Depth Geometries represented by plates of different strike length, depth extent, dip, plunge and depth below surface can be varied with characteristic parameters like conductance of the target, conductance of the host and conductivity/thickness and thickness of the overburden layer.

The most useful parameters for the Silver Lake project were the dB/dt time constant and the B-field, a magnetic field generated from the EM pulse. The EM Time Constants for dB/dt and B-field were calculated using the “sliding Tau” proprietary program developed at Geotech. The EM decays are obtained from all available decay channels, starting at the latest channel.

The sliding Tau method determines that, as the amplitudes increase, the time-constant is taken at progressively later times in the EM decay. Conversely, as the amplitudes decrease, Tau is taken at progressively earlier times in the decay.

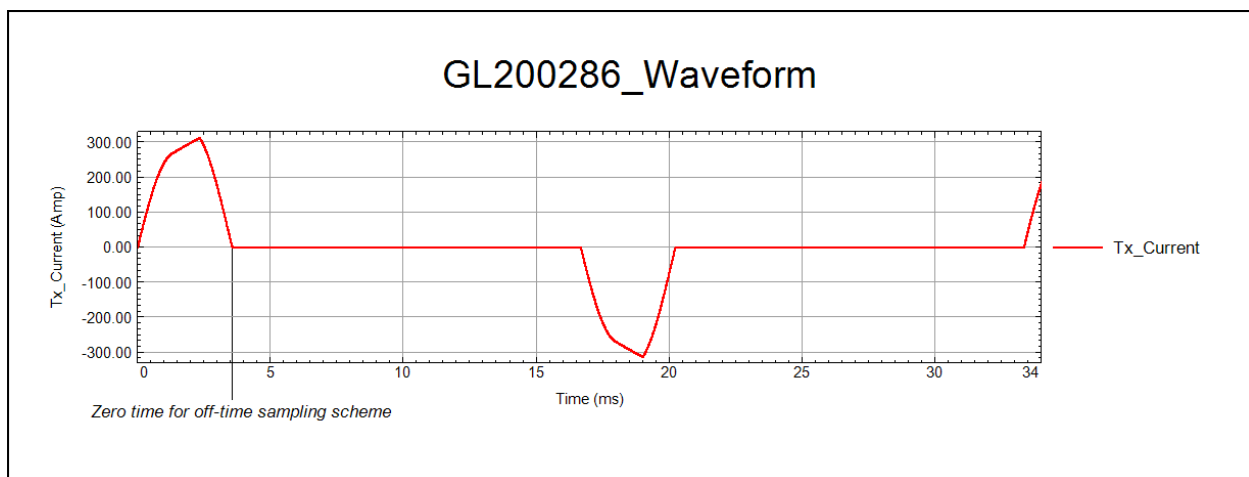


Figure 9 1 VTEM Waveform

Data

The processed survey results are presented as the following maps:

Interpretation Compilation Map: Geotech VTEM B-Field Z Component with BCGS Geology Outlines
Interpretation Compilation Map: Geotech VTEM SFz15 with BCGS Geology Outlines
Interpretation Compilation Map: Geotech VTEM SFz35 Component with BCGS Geology Outlines

The following data was used in the data verification and interpretation.

Geoscience BC Geosoft Map files (250k scale) – Each map includes grid files for both block 1 and 2

AeroTEM off-time profiles
Flight Path
Late Time Decay Constant
Total Magnetic Intensity
PDF Maps (250 k scale)

Geoscience BC Report 2009-18: 1D Inversion Modelling of QUEST-West Electromagnetic Data View report summary

Database – GDB (ZIP, 111 MB)
Voxel Models (ZIP, 97 MB)
Geosoft Maps (ZIP, 309 MB)
PDF Maps (ZIP, 282 MB)

Geotech Data

REPORT ON A HELICOPTER-BORNE VERSATILE TIME DOMAIN ELECTROMAGNETIC (VTEM™) AND AEROMAGNETIC GEOPHYSICAL SURVEY
PROJECT: SILVER LAKE PROPERTY
LOCATION: NEAR HOUSTON, BC
FOR: PROSPERITY EXPLORATION CORP.
SURVEY FLOWN: DECEMBER 2020
PROJECT: GL200286

Electromagnetic stacked profiles of the B-field Z Component,
Electromagnetic stacked profiles of dB/dt Z Component,
B-Field Z Component Channel grid,
dB/dt Z Component Channel grid,
Total Magnetic Intensity (TMI),
Calculated Vertical Derivative (CVG),
dB/dt Z Component Calculated Time Constant (Tau) with CVG contours, and Resistivity Depth Images (RDI) sections and plans are presented.

Digital data includes all electromagnetic and magnetic products, plus ancillary data including the waveform.

The survey report describes the procedures for data acquisition, equipment used, processing, final image presentation and the specifications for the digital data set

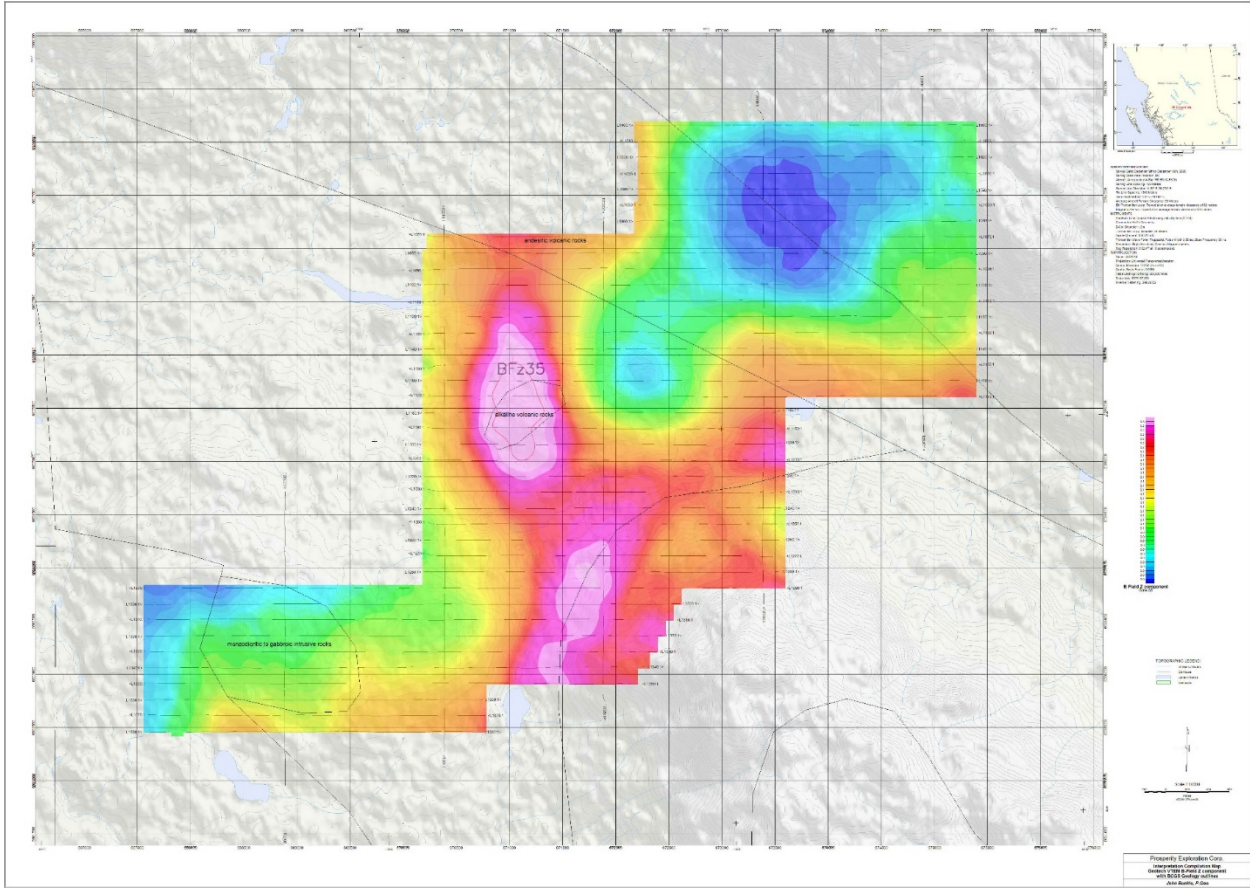


Figure 9.2- Interpretation Compilation Map: Geotech VTEM B-Field Z Component with BCGS Geology Outlines

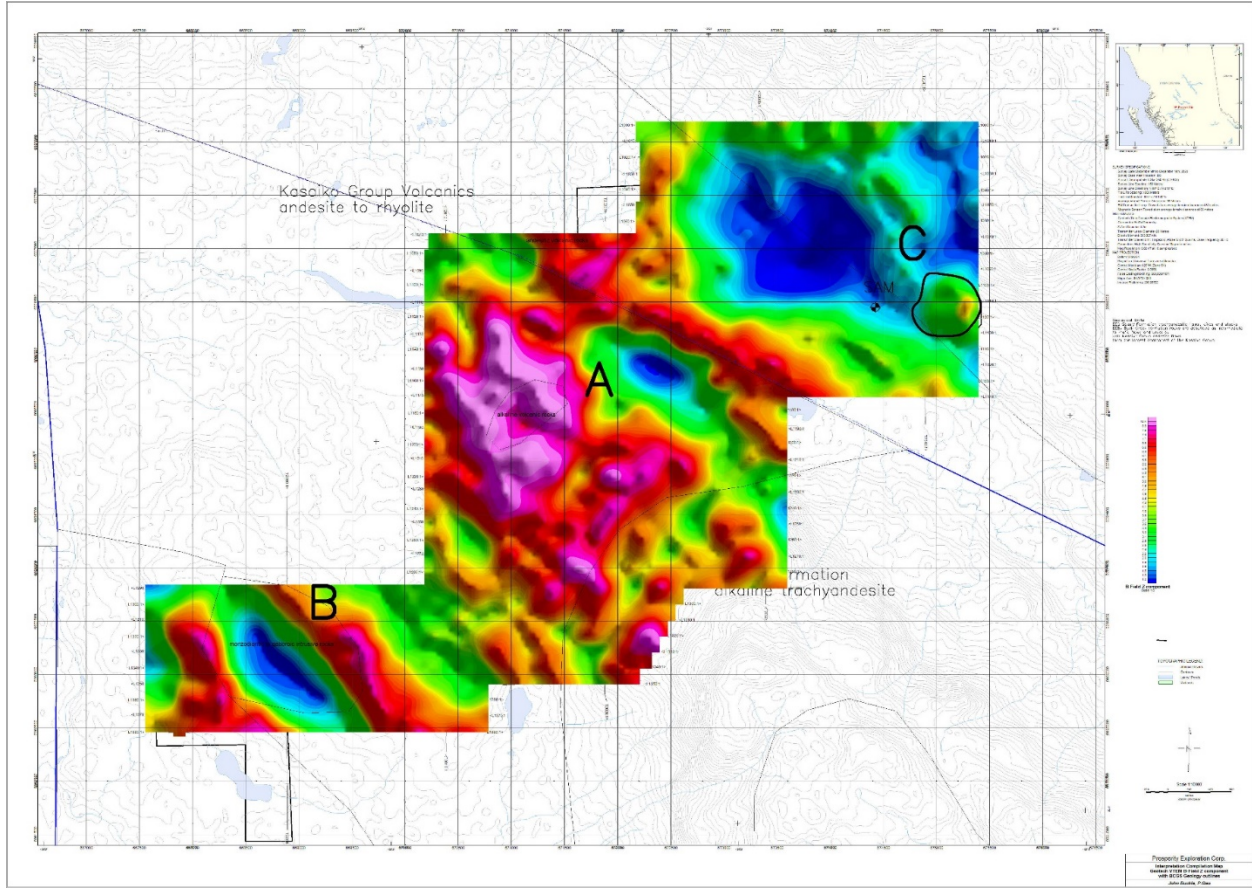


Figure 9.3 - Interpretation Compilation Map: Geotech VTEM SFz15 Component with BCGS Geology Outlines

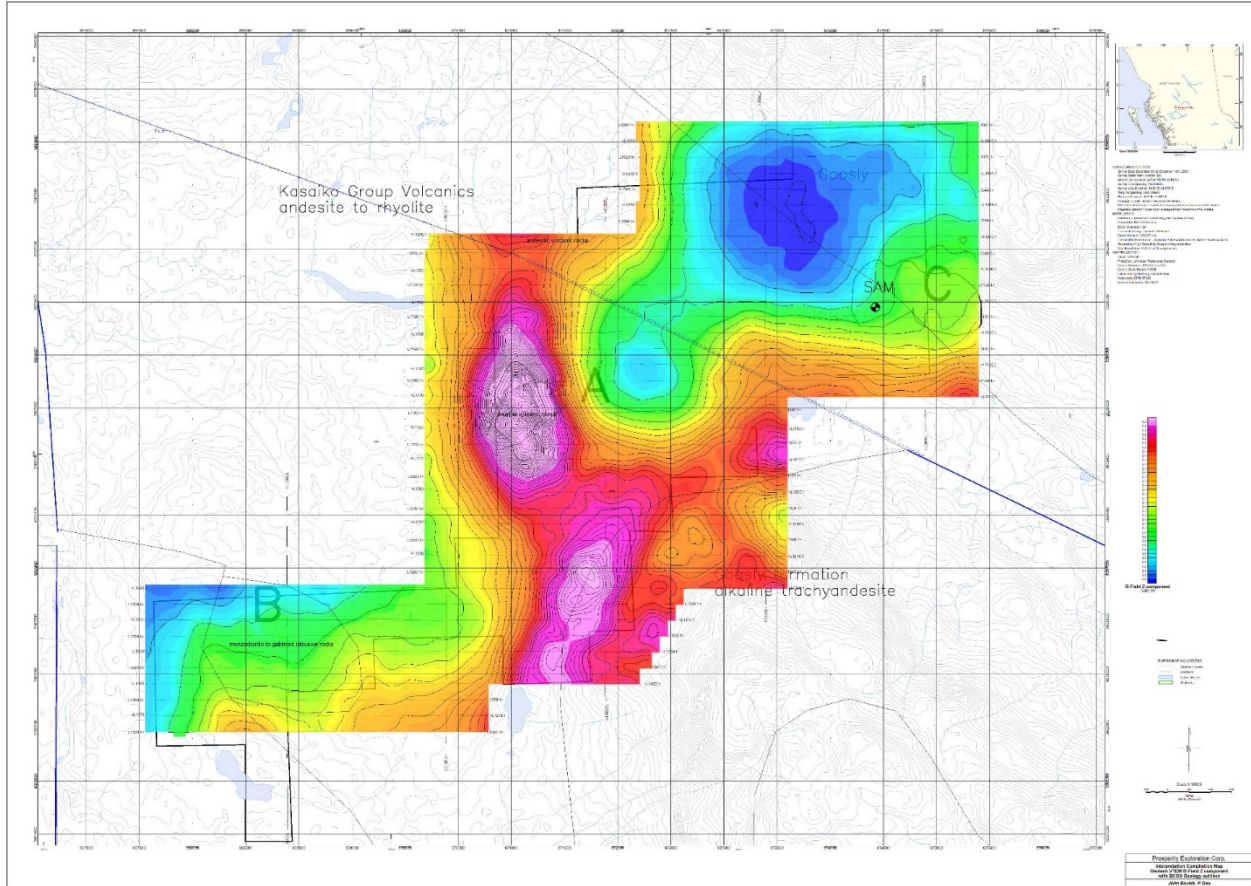


Figure 9.4- Interpretation Compilation Map: Geotech VTEM SFz 35 Component with BCGS Geology Outlines

Interpretation of Geotech VTEM and magnetometer data

As there is significant variation in the intrusive rock types and alteration associated with British Columbia porphyries no universal geophysical exploration model can be applied. A good understanding of local geology and magmatic composition of intrusive rocks, alteration styles, crustal depth and effect of meteoric water is required. Porphyry exploration strategy in a continental back arc setting, in British Columbia typically focuses on locating the intrusive bodies, which are commonly magnetic, resistive and of low density. However, alteration may lead to magnetite destruction, secondary magnetite development or lower resistivities of porous phyllic and argillic zones. Hydrothermal alteration can change the electrical properties of rock generally increasing their conductivity. Similarly, the distribution of magnetic minerals, electrical properties indicate the type and degree of hydrothermal alteration. The symmetrical pattern in electrical and magnetic anomalies is characteristic of buried copper porphyries. (USGS report 2010-5070-B)

Data were interpreted with some background study of the expected deposit model, associated magmatic and hydrothermal processes and local rock type. Past producing deposits in the Hazelton group show a spectrum of metal associations and deposit styles; porphyry copper-molybdenum at the Huckleberry mine; porphyry copper-gold at Bell and Granisle mines; porphyry molybdenum Kitsault mine; precious and base metal vein deposits can occur peripheral to intrusive stocks, such as at the Equity Silver Mine. Endako, Huckleberry, Morrison, Bell and Granisle are calc-alkalic porphyry deposits in the Stikine Terrane. Endako is linked to Late Jurassic magmatism, Huckleberry to Cretaceous magmatism and Granisle, Bell and Morrison to Eocene magmatism.(Geoscience BC Report 2013-14).

Interpretation of Anomalies

Kasaika group of volcanic rocks cover the majority of the survey area. The Goosly Lake formation made up of trachyandesite flows, dykes and stocks. Electromagnetically the Kasaika formation appears in the mid-range of the z component of the electromagnetic B-field at gates 35. The early time B-field data show a clear delineation of the north-east fault that cuts the Kasaika group volcanics.

EEG Goosly Lake formation is comprised of trachyandesite flows, dikes, and stocks. Goosly Lake volcanics. EEBv Buck Creek formation rocks are described as intermediate to mafic flows and breccias, uKK Kasaika Group Andesite flows form the largest component of the Kasalka Group.

The SFz 15 early time electromagnetic response shows an irregular group of low resistivity bodies forming a subcropping unit at an estimated 50 meter depth of burial. The anomaly is not well defined in the early time channels suggesting considerable electromagnetic response from surficial material. The later channels indicate an oval intrusive target approximately 1.5 kilometers north-south by 750 meters east-west on the late-time SFz 35 channel.

British Columbia Geological Survey maps this body as a stock belonging to the Goosly Lake plutonic suite. A is an alkaline body intruding Kasalka Group sediments in the western portion of the Gilliam Link claim (1077709).

2008 Airborne Gravimetric, Magnetic and Electromagnetic Surveys (Geoscience BC)

In 2008, QUEST West Project by Geoscience BC airborne gravimetric, magnetic and electromagnetic surveys across a large sample area including over the Project area of Silver Lake Property in addition to a detailed survey block flown over the Equity Silver Mine. Data is readily available for public interpretation from Geoscience BC (Quest West Project). These surveys were flown as regional studies and were not specified for property scale data acquisition. The Author created databases of these data. These data were overlain on the Silver Lake project area. The Silver Lake property lies in a broad trough in the regional data in both the gravity and the magnetics.

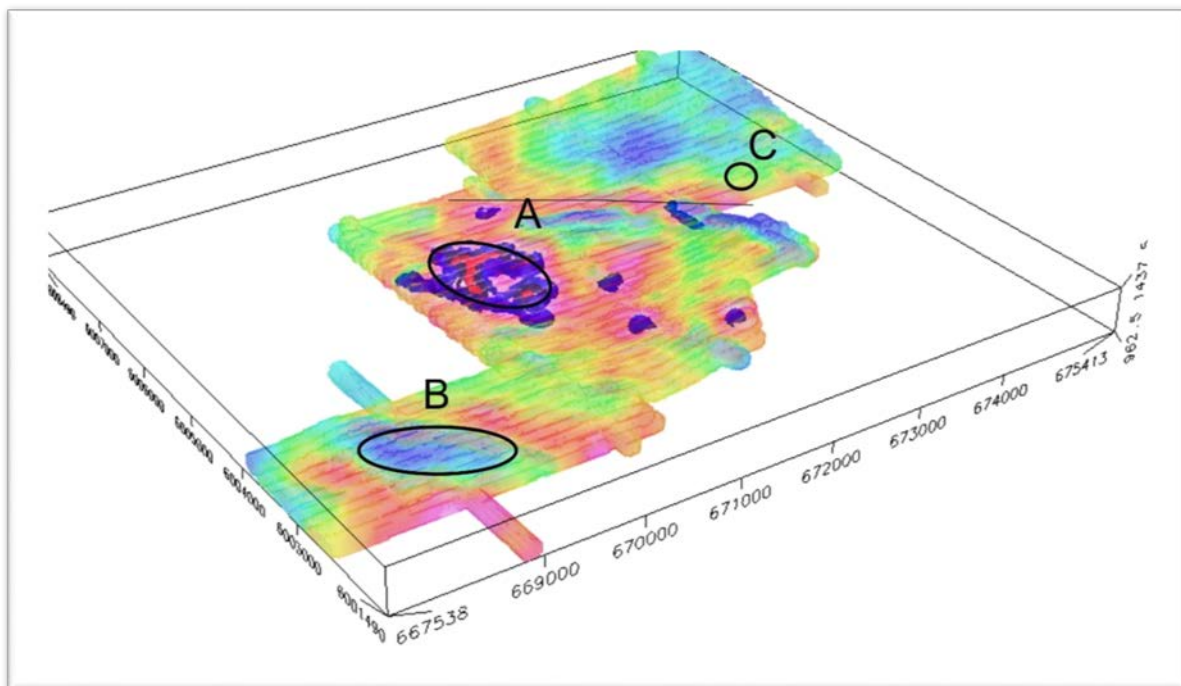


Figure 9.5 - Isosurface of SFz15 data, surface values of 7, 8 and 9ms

Anomaly A

The late-time Geotech electromagnetic z component data indicates a large oval anomaly striking 1.5 kilometers north-north-west by approximately 750 meters east-west. This anomaly is supported by the total magnetic intensity and calculated vertical derivative magnetic data. A steep magnetic trough cuts the anomaly diagonally south-west. Other smaller anomalies are also apparent in the electromagnetic data with corroborating magnetic evidence. On the north-eastern flank of the electromagnetic anomaly is a large magnetic anomaly. This magnetic anomaly lies entirely within the Kasaika Group and is likely an andesitic flow and may be only proximally related to the electromagnetic anomaly. A northwest striking major fault is clearly seen in SFz15 EM data north of anomaly A cutting across the entire survey area.

Geoscience BC Quest West Data

The regional magnetic data shows a broad trough striking north-west across the project area. Anomaly A lies near the centre of a relative magnetic low.

Anomaly B

An oval electromagnetic low is clearly seen in the south-west quadrant of the survey area. This anomaly is obvious in the early-time channels but disappears by the late-time channels 35 and beyond. The unit is mapped by BCGS as monzodioritic to gabbroic intrusive rocks. The geophysical expression on this anomaly covers 1,700 meters striking northwest by 1000 meters width with an abrupt EM high anomaly on the north side, suggesting a north-east dip. The Doe showing is not directly related but is proximal to this intrusive and may be related.

Geoscience BC Quest West Data

Anomaly B is located on the flank of a moderate magnetic high in the regional magnetic data of the Quest West survey. The electromagnetic time constant (Tau) indicates a conductivity high associated coincident with the mapped monzodioritic intrusive. The EM z component from the data migrates north-east supporting the north-east dip hypothesis.

Anomaly C

The SAM showing is located in the northeast portion of the property on the Silver Sam tenure (1077550). It is reported to host subvolcanic Cu-Ag-Au and polymetallic Ag-Pb-Zn+/-Au style mineralization. The showing occurs in sericite-carbonate-chlorite-quartz altered Eocene volcanics belonging to the Goosly Lake formation. Massive sulfide veins ranging from 0.1 to 3.0 meters thick are reported to occur along the southeast side of an altered belt of andesitic tuffs and volcanic breccias. The dominant sulfide is pyrite with minor sphalerite and traces of chalcopyrite, tetrahedrite, and arsenopyrite. The alteration zone strikes 120 degrees and dips steeply north, ranging from 70 to 200 meters thick. Classification: Vein, Massive, Breccia Epigenetic, Hydrothermal Type: L01: Subvolcanic Cu-Ag-Au (As-Sb), I05: Polymetallic veins Ag-Pb-Zn+/-Au

In the early time channels a circular structure just north of the contact between Kasiaka and the Goosly volcanics. The feature is centred at 675300 east and 6006450 north UTM zone 9N.

Geoscience BC Quest West Data.

Anomaly C lies on the edge of relative magnetic high in the regional data and roughly coincident with a high Tau value. The EM z component illustrates the contact between the Kasiaka and the Goosly Lake volcanics.

These targets warrant follow-up. As the depth to top is interpreted to be 50 meters, an induced polarization survey is recommended over the anomalies. A geochemical survey would help to confirm the anomalous source. It is therefore recommended that a deep measuring geochemical survey such as mobile metal ion (MMI) or spatiotemporal geochemical hydrocarbons (SGH) surveys be completed.

Drilling

No drilling has been carried out by the Optionor or Issuer. Historic drilling is summarized under *History* above.

Sample Preparation, Analysis, and Security

This section is not applicable as no exploration or sampling has been undertaken by the vendor or operator.

Data Verification

Geotech VTEM Survey

The co-author, John Buckle, has reviewed the report and data provided by Geotech Ltd. as a Qualified Person in geophysics for section 9 and 12 of the technical report on the Silver Lake Property for Prosperity Exploration Corp. The Author has independently reproduced the preliminary and final data from the digital data to create maps from the original database to compare them with the maps provided with the Geotech report. All data appears to be accurate. Some of the electromagnetic data processing software is proprietary to Geotech however, there is sufficient data to verify the accuracy of the survey data.

Data files of both preliminary and final databases were imported into Petroseikon QCTool Interpretation Software. A software package with spreadsheet, plotting, mapping and processing tools for geophysical data for data quality control, processing and mapping prior to interpretation. The standard QCTool has spreadsheet, plotting and mapping, and data filtering, and interpolation functionalities. Linked spreadsheets allows for edit an erroneous data point in a spreadsheet, it is automatically adjusted in the other two applications. The Author did not find any suspected erroneous data points.

The Geotech delivered datasets were also imported into the industry standard Geosoft geophysical data processing and interpretation software. Data channels were regridded, plotted and compared to the preliminary and final grid images. Profiles of electromagnetic decay curves were examined for noise level problems, none were found. No discrepancies were found between the Author's final plots and those provided by Geotech, the airborne geophysical service contractor. It is the Author's opinion that the data provided by Geotech is adequate for the purposes used in this technical report.

Historic Data & Site Visit

An in-depth analysis and data verification of previous data has been completed the by the Author and summarized below. As well the Author completed a site visit on July 18, 2021 to visually confirm the access to the property, presence of historic drilling in the area of the Sam showing and assess the area for a future exploration program.

The Author accessed the Property via logging roads beginning immediately south of the Equity Mine. Current logging activities permit year-round access to the property. The Author was able to verify historic

drill roads at the Sam showing and collected rock samples from exposed bedrock. The Author confirmed the presence of mapped Endako Group rocks.

The Author has reviewed historic assessment reports and analyzed the sample procedures and analytical quality control measures and it is the Author's opinion that the sample preparation, security measures taken and analytical procedures were adequate to evaluate and confirm the presence of mineralization detailed in this report and use for future exploration assessment.

Mineral Processing and Metallurgical Testing

This section is not applicable.

Mineral Resource Estimate

This section is not applicable.

Adjacent Properties

Information provided about adjacent properties may be useful for geologic settings, structural, and geochemical information for the exploration of mineral potential on the Silver Lake Property; however, the presence of mineralization on adjacent properties is not an indicative measure of the mineral potential on the Property.

Notable properties near the Silver Lake Property includes Equity Silver Mine (Newmont Corp), Silver Hope Property (Finlay Minerals Ltd.) and Silver Queen Property (Equity Metals Corp.)

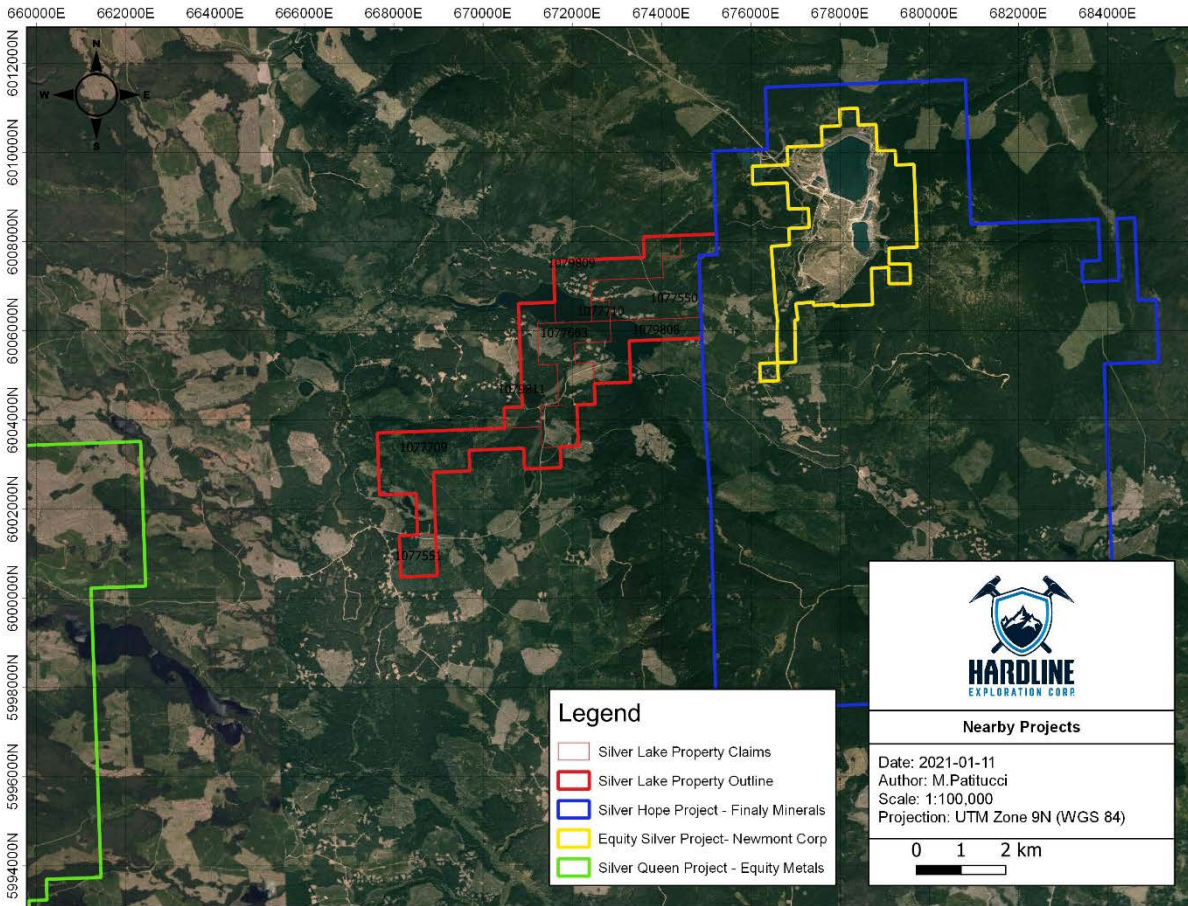


Figure 23.1 - Nearby claims surrounding the Silver Lake Property.

Equity Silver Mine – Newmont Corp.

The Equity Silver mine, to the east of the Silver Lake Project area, is a significant past producing mine. Equity Silver Mines Ltd. ceased milling in January 1994, after 13 years of open pit and underground production.

The Equity Silver mine consisted of several epigenetic related Cu-Ag-Au deposits namely the Main, North, Waterline, and Southern Tail Zones. Mineralization at the Equity Silver Mine consisted of pyrite, chalcopyrite, pyrrhotite and tetrahedrite with minor galena, sphalerite, argentite, minor pyrargyrite and other silver sulphosalts. Alteration stages noted include advanced argillic, chlorite, specularite and local sericite, pyrophyllite, andalusite tourmaline and minor scorzalite, corundum and dumortierite. Sulfide mineralization is structurally restricted to tabular fracture zones that run sub-parallel to parallel to stratigraphy occurring in veins and disseminations within replacement bodies in the zones. The three main ore zones have local variations in sulfide mineralization styles. The Main Zone is approximately 60-120 meters thick and contains fine grained disseminations with lesser veins. Southern Tail Zone ore is comprised of coarse grained, predominately veins with lesser disseminations and is approximately 30 meters thick. Other zones of mineralization include a zone of copper-molybdenum mineralization in a quartz stockwork in and adjacent to the quartz monzonite stock and a large zone of tourmaline-pyrite breccia located to the west and northwest of the Main zone.

Production totalled 2,219,480 kilograms of silver, 15,802 kilograms of gold and 84,086 kilograms of copper, from over 33.8 Million tonnes mined at an average grade of 64.9 grams per tonne silver, 0.4 per cent copper, and 0.46 gram per tonne gold, primarily mined from the Main and Southern Tail Zones (Detailed MINFILE and Production Report 093L 001).

It has been interpreted by Cyr et al., 1984, that the copper-silver-gold mineralization at the Equity Mine is epigenetic in origin and may be related to the emplacement of the Paleocene quartz monzonite stock to the west. Coincident K-Ar ages were obtained for both the quartz monzonite and the sericitized tuffs hosting the mineralization. However, given the interpretations by Church and Barakso (1990) and D. MacIntyre et al. (2003) of the Goosly volcanics, which host the sulfide mineralization, as being correlative with the Lower Cretaceous Skeena Group, it is possible that age dates of the volcanics may have been thermally resetting by a later intrusive episode.

Silver Hope Property – Finlay Minerals Ltd.

The Silver Hope property is geologically and genetically relevant to the Paleocene-aged quartz monzonite stock of the Goosly Intrusive that outcrops on the Silver Lake Claims. The Silver Hope property is directly east of the Silver Lake project area and currently owned and operated by Finlay Minerals Ltd. Exploration is focussed on targeting a southern continuation of the NNE Equity Mine mesothermal Cu-Ag-Au mineralization. In addition to Cu-Mo mineralization displayed in the 2010 discovery of the West Horizon area. Successful drilling results highlighted by Hole SH10-03 that returned 3.4g/t Ag, 0.30% Cu, and 0.02% Mo over 219.87 meters. Multiphase exploration in 2011 was successful in discovering a gold-silver-copper mineralization with a distinct geochemical signature potentially related to a deep magmatic source in hole SH11-12. This hole returned grades of 0.4g/t Au, 29.37g/t Ag, and 0.19% Cu (0.91% Cu EQ) over 76 meters (Gruenwald, 2014).

Silver Queen – Equity Metals Corp

The Silver Queen project comprises mesothermal and epithermal polymetallic veins. Goosly intrusion related dikes are contemporaneous with vein emplacement approximately 20km southwest of the Silver Lake Property. The Silver Queen and Equity deposits appear to be genetically related thus representing the full spectrum of hydrothermal plumbing systems driven by the intrusions. A prominent lineament 30 km long trends east-northeast from the Silver Queen Property towards a central uplift hosting the Equity Silver Mine. The lineament appears to be associated with a radial fracture coinciding with the eruptive axis in the Kasalka Group volcanics. Mineralization on the Silver Queen Property consists of quartz- carbonate-barite-specularite veins that contain disseminated to locally massive pyrite, sphalerite, galena, chalcopyrite, tennantite and argentian tetrahedrite. Approximately 20 mineralized veins have been discovered. The main quartz vein systems are the Wrinch (including the No. 3 Vein), Camp, Portal, Chisholm, George Lake and Cole systems. The average width of the veins is 0.9 to 1.2 m and locally increases up to 4.6 m. Sulfides include pyrite, sphalerite, with accessory chalcopyrite, galena and tennantite within a quartz/rhodochrosite/barite gangue. Rocks adjacent to the veins are argillically altered. A broad zone of propylitic alteration is distal to the vein systems.

Equity Metals (Formerly New Nadina) conducted a number of exploration and drilling programs on the Silver Queen Property since 2010. Drilling campaigns in 2010, 2011, 2012/13, 2017 and 2018 drilled a total of 51 holes for a total of 18,204 m. Drilling initially focussed on defining extensions of the vein systems, however, drilling in 2011 discovered Cu-Mo porphyry mineralization named the Itsit Porphyry. Subsequent drilling in 2012/13, 2017, and 2018 has focussed on porphyry targets associated with Titan IP and ZTEM geophysical anomalies.

On July 16th, 2019, Equity Metals Ltd. released a maiden NI 43-101 Resource Estimate of 85Kozs Au, 5.2Mozs Ag, 5Mlbs Cu, 17Mlbs Pb and 114Mlbs Zn (244,000oz AuEq) Indicated and 64Kozs Au, 4.7Mozs Ag, 5Mlbs Cu, 16Mlbs Pb and 92Mlbs Zn (193,000oz AuEq) Inferred (Burga et al., 2019)

Past production, resources estimates, and mineralization on adjacent properties are not indicative of the mineral potential on the Silver Lake property.

Interpretation and Conclusions

Geological & Geochemical

The Silver Lake Project has potential to host mineralization including “Equity-Type” Ag-Cu-Au, VMS, porphyry and epithermal related mineral deposits. Equity Mine type rocks have been identified on the Silver Lake Property through various stages of exploration on the claims dating back to late 1960s.

Exploration campaigns in the Project area have identified geochemical metal-in-soil anomalies, specifically of interest are the areas south of Goosly Lake, loosely referred to as the South Shore and Gilliam Block targets. A 48 Ma Goosly Intrusion (gabbro-monzonite), near the Gilliam target, is in a similar stratigraphic sequence as the intrusion on the Equity Mine and may provide a heat source and the introduction of metal-bearing solutions into the pyroclastic division of the Goosly sequence. A weak magnetic feature is noted by recent geophysical surveys in and around this area and may warrant further investigation.

The presence of intrusive bodies consisting of granitic stocks and syenomonzonite-gabbro stocks appear to be similar in both the Equity Silver mine and the L&L Silver Lake area. No previous drilling in this area has been reported and it is a valid exploration target. This zone should be further explored by detailed geological mapping of structures, geochemical surveying and trenching. If results are positive this area should be further tested by diamond core drilling.

Soil geochemistry anomalies associated in and around the South Shore Silver target have multiple instances of silver-in-soil greater than 1 ppm over neighbouring stations. Much of the historic exploration focused on geochemical surveys of B Horizon soils; however, the true extent to which the source bedrock would be represented in areas of thick overburden may be misrepresented. Limited bedrock exposures exist at slope breaks or constructed road cuts. Significant overburden may inhibit standard B-horizon soil sampling. Alternative geochemical methods such as Ah horizon, spatiotemporal geochemical hydrocarbons (SGH) or biological (tree bark, tree top) may sampling may be better suited.

The SAM minfile showing to the NE of Goosly Lake is a silver target which intersects volcanoclastic rocks similar to that at nearby Equity Mine. Geophysical ZTEM data suggests a magnetic structure with NNW trend. Historical percussion and limited diamond drilling by Faraway Gold Mines returned moderate silver results up to 154 ppm Ag in drillhole 87-011 within the West Zone. The extension of this zone remains open to the NNW and a valid silver target. This NW extension should be further explored with detailed geochemical sampling, geological mapping and trenching. If results are positive this extension of the zone may be drill tested.

Geophysical

The late-time electromagnetic z component data indicates a large oval anomaly striking 1.5 kilometers north-north-west by approximately 750 meters east-west. This anomaly is supported by the total magnetic intensity and calculated vertical derivative magnetic data. A steep magnetic trough cuts the anomaly diagonally south-west. Other smaller anomalies are also apparent in the electromagnetic data with corroborating magnetic evidence. These targets warrant follow-up. As the depth to top is interpreted to be 50 meters, an induced polarization survey is recommended over the anomalies. A geochemical survey

would help to confirm the anomalous source. It is therefore recommended that a deep measuring geochemical survey such as mobile metal ion (MMI) or spatiotemporal geochemical hydrocarbons (SGH) surveys be completed.

Recommendations

Further exploration and evaluation of the Silver Lake Property is recommended by the authors. Prospective mineralization similar to nearby Equity Mine have been identified in addition to comparative geological stratigraphy in various areas of the project. The following recommendations are made by the Authors:

- 1 A GIS data compilation of all historic geochemical surveys, geophysical surveys, and drilling campaigns. Areas or samples with elevated Ag, Cu, Au, Pb, Zn should be prioritized for initial field verification and exploration.
- 2 Follow-up on known historical geochemical and geophysical anomalies at the South Shore, Northwest, Gilliam and SAM targets. An attempt to located historic drill core should be made to validate historical drilling. If historic core is located in usable condition, a series of samples should be sent for thin section and XRD for mineralogy, specifically testing for the sulfide and sulfosalt assemblage comprising the Equity mineralization. Additional geochemical surveys and mapping should be completed to define drill targets.

Proposed Work Program

The proposed work program allows for geochemical sampling, rock sampling and prospecting at various high priority target areas on the property, as well as mechanized trenching. A later phase would be contingent on positive results from Phase 1 and would entail ground geophysical surveys and diamond drilling to test targets.

	Description	Estimated Cost (CAD)
Phase 1	Geologic and Structural Mapping, Prospecting, Soil Sampling	
	2 week, 5-person crew (1 Senior Geologist, 1 Project Geologist, 1 Geologist, 2 Helpers (Junior Geologist and Field Assistant))	\$35,350
	Trucks (2) + Equipment Rentals (CanDig, ATV, trailers, pXRF, Mag-sus, hand-held radios)	\$7,435
	Shipping, Flights, Meals, Fuel, Hotel, Consumables	\$14,370
	Analytical/Sampling	\$45,000
	TOTAL PHASE 1	\$ 102,155
Phase 2	Follow-up (Contingent on positive results in Phase 1)	
	Geophysical: IP surveying (line-kms TBD based on area of interest)	\$ 100,000
	Diamond Drilling: 1150 meters of diamond drilling to test anomalies \$350/m all in cost	\$ 400,000
	TOTAL PHASE 2	\$ 500,000

USE OF PROCEEDS

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the Provinces of British Columbia, Alberta and Ontario. If all of the Common Shares offered pursuant to this Offering are sold, the gross proceeds to the Issuer will be a minimum of \$350,000 if the Minimum Offering is achieved and a maximum of \$400,000 if the Maximum Offering is achieved. The net proceeds to the Issuer will be \$315,000 if the Minimum Offering is achieved and \$360,000 if the Maximum Offering is achieved.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the Prospectus or such other time as may be consented to by the Agent and Subscribers, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent. Subject to the foregoing, the Offering will remain open until the date that is 90 days after a receipt is issued for the Prospectus, unless an amendment to the Prospectus is filed and the principal regulator has issued a receipt for the amendment, in which case the Offering must cease within 90 days after the date of the receipt for the amendment to the Prospectus. In any event, the Offering must cease at the latest 180 days from the date of the receipt for the Prospectus.

Total Funds Available

The estimated net proceeds from the Offering, after deducting the estimated expenses of the Offering of \$85,000, the Agent's Commission of a minimum of \$35,000 if the Minimum Offering is achieved and a maximum of \$40,000 if the Maximum Offering is achieved and the Corporate Finance Fee of \$25,000 are estimated to be \$205,000 if the Minimum Offering is achieved and \$250,000 if the Maximum Offering is achieved. The consolidated working capital as at October 31, 2021 \$38,050. Consequently, the total funds available to the Issuer are estimated to be \$243,050 if the Minimum Offering is achieved and \$288,050 if the Maximum Offering is achieved.

Principal Purposes

The Issuer intends to use the available funds as follows:

Expenses	Minimum Offering \$	Maximum Offering \$
The option payments for the first year on the Silver Lake Property, as outlined in the Option Agreement	15,000	15,000
To pay the estimated cost of the recommended Phase 1 exploration program and the budget on the Silver Lake Property as outlined in the Technical Report	102,155	102,155
To provide funding sufficient to meet administrative costs for 12 months	92,000 ⁽²⁾	92,000 ⁽²⁾
To provide general working capital to fund the Issuer's ongoing operations ⁽¹⁾	33,895	78,895
Total	243,050	288,050

Notes:

- (1) The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary.
- (2) This figure includes \$30,000 to be paid as management fees over the next 12 months to England Communications Ltd., a private company controlled by Michael England. See the "**Administrative Expenses**" table below and "**Interest of Management and Others in Material Transactions**".

Upon completion of the Offering, the Issuer's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and exploration expenditures for 12 months. Estimated administrative expenditures for the 12 months following completion of the Offering are comprised of the following:

Administrative Expenses	Funds to be Used \$
Office Rent	12,000
Management and Administration Services	30,000 ⁽¹⁾
Miscellaneous Office and Supplies	6,000

Administrative Expenses	Funds to be Used \$
Transfer Agent	4,000
Legal	15,000
Accounting and Audit	25,000
Total	92,000

Notes:

⁽¹⁾ To be paid to England Communications Ltd., a private company controlled by Michael England. See “**Interest of Management and Others in Material Transactions**”.

Since its incorporation on September 1, 2020, the Issuer has not generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since funds will be expended to pay its administrative expenses and to conduct the recommended Phase 1 exploration program on the Silver Lake Property. Although the Issuer has allocated \$92,000 (as above) from the Offering to fund its ongoing operations for a period of 12 months, thereafter, the Issuer will be reliant on future equity financings for its funding requirements.

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

If the recommended Phase 1 exploration program is completed with respect to the Silver Lake Property, it is expected that the Issuer will require additional financing to complete the recommended Phase 2 exploration program on the Silver Lake Property, if warranted. There is no guarantee that the Issuer will be able to raise the funds necessary, or on terms favourable to the Issuer.

Business Objectives and Milestones

The Issuer's business objectives in using the available funds are to:

- (a) obtain a listing of its Common Shares on the Exchange; and
- (b) conduct the Phase 1 exploration program on the Silver Lake Property recommended in the Technical Report.

The listing of the Issuer's Common Shares on the Exchange is subject to the Issuer fulfilling all of the requirements of the Exchange and is expected to occur shortly after completion of this Offering. Upon completion of the Offering, the Phase 1 exploration program is expected to be conducted in the summer of 2021.

Unallocated funds

Until required for the Issuer's purposes, the Issuer's Chief Financial Officer will be responsible for the investment of unallocated funds. Such funds will be invested only in securities of, or those guaranteed by, the Government of Canada or any Province of Canada, in certificates of deposit or interest-bearing accounts of Canadian chartered banks or trust companies, or in prime commercial paper.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS

Financial Information

The Issuer was incorporated in the Province of British Columbia on September 1, 2020. The following table summarizes selected information from the Issuer's unaudited financial statements for the six month period ended June 30, 2021 and its audited financial statements for the period ended December 31, 2020. Historical results do not necessary indicate results for any future period.

	Six Month Period Ended June 30, 2021 (unaudited)	Period Ended December 31, 2020 (audited)
Total revenues	\$ Nil	\$ Nil
Exploration and evaluation assets (Silver Lake Property)	99,451	87,060
Professional fees	23,170	7,186
Office expenses	181	22
Share-based payments	27,500	33,000
Net Loss	77,871	40,208
Basic and diluted loss per common share	0.01	0.02
Total assets	203,471	221,860
Long-term financial liabilities	Nil	Nil
Cash dividends per share	Nil	Nil

Dividends

The Issuer has not paid dividends since its incorporation. While there are no restrictions precluding the Issuer from paying dividends, it has no source of cash flow and anticipates using all available cash resources toward its stated business objectives. As such, the Issuer does not anticipate the payment of dividends in the foreseeable future. At present, the Issuer's policy is to retain earnings, if any, to finance its business operations. The directors of the Issuer will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time.

Management's Discussion and Analysis

The following discussion of the operating results and financial position of the Issuer should be read in conjunction with the audited financial statements and related notes for the period ended December 31, 2020 and the unaudited financial statements and related notes for the period ended June 30, 2021. The financial statements are included in this Prospectus under Schedule "B" and should be referred to when reading this disclosure. The financial statements summarize the financial impact of the Issuer's financings, investments and operations, which financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("**MD&A**") is quoted in Canadian dollars. The MD&A for the June 30, 2021 unaudited financial statements is dated November 5, 2021 and the MD&A for the December 31, 2020 audited financial statements is dated November 5, 2021.

The following MD&A contains statements that are forward-looking, which address future events and conditions. By their nature, they involve inherent both known and unknown risks and uncertainties. Actual results may be materially different from those expressed or implied in such statements. See “**Risk Factors**”.

Six month Period ended June 30, 2021

During the financial period ended June 30, 2021, the Issuer reported nil revenue and a net loss of \$77,871. The Issuer incurred \$23,170 for professional fees and \$181 for office expenses during the financial period.

During the six month period ended June 30, 2021, the Issuer incurred exploration expenditures in the aggregate amount of \$12,391.

The Issuer received \$160,000 in gross proceeds for 3,200,000 Common Shares issued at a price of \$0.05 per Common Share, of which \$10,000 was received in the period ended June 30, 2021 and \$150,000 was received in the period ended December 30, 2020. In addition, the Issuer granted 700,000 stock options to its directors and officers and 50,000 stock options to a consultation with a combined fair market value of \$27,500.

As at the date of this Prospectus, the Issuer has 8,600,001 Common Shares issued and outstanding, with each Common Share entitled to one vote in person or by proxy at all meetings of the shareholders of the Issuer. As at the date of this Prospectus, the Issuer has granted 750,000 stock options which can be converted to 750,000 Common Shares if exercised by the optionee.

Period ended December 31, 2020

During the financial period ended December 31, 2020, the Issuer reported nil revenue and a net loss of \$40,208 or \$0.02 per common share. The Issuer incurred \$7,186 for professional fees and \$22 for office expenses during the financial period.

During the financial period ended December 31, 2020, the Issuer incurred exploration expenditures in the aggregate amount of \$87,060.

The Issuer received \$75,001 in gross proceeds for 5,400,001 Common Shares issued, all of which was received for Common Shares issued in the period ended December 31, 2020. The Issuer was deemed to have incurred a share-based payment expense of \$33,000 due to the fact that 2,200,000 Common Shares worth an estimated \$44,000 were issued at a price of \$0.005 for proceeds of \$11,000.

Liquidity and Capital Resources

During the first year after completion of this Offering, the Issuer estimates that the aggregate annual cost of general administration for its operations will be approximately \$92,000. See “**Use of Proceeds**” above. The net proceeds from the Offering should be sufficient to fund the Issuer's operations for at least a period of 12 months. There are no capital expenditures expected to be incurred by the Issuer during that period.

The Issuer expects that it will be able to meet its current obligations as they come due with its existing cash and other receivable balances.

The Issuer does not yet generate positive cash flow from operations and is therefore reliant upon the issuance of its Common Shares to fund its future operations. The Issuer expects to incur losses for at least the next 24 months and there can be no assurance that the Issuer will ever make a profit. To achieve profitability, the Issuer must advance its Property through further exploration in order to bring the Property to a stage where the Issuer can attract the participation of a major resource company, which has the expertise and financial capability to place such property into commercial production.

The Issuer's ability to continue as a going-concern is dependent upon its ability to achieve profitability and fund any additional losses it may incur. The financial statements are prepared on a going-concern basis, which implies that the Issuer will realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if the Issuer were unable to achieve and maintain profitable operations.

Six month Period ended June 30, 2021

As of June 30, 2021, its capital resources consisted of a cash balance of \$69,706 and accounts receivable of \$6,189. The Issuer also had an accounts payable balance of \$26,049. As of June 30, 2021, the Issuer had a working capital of \$77,971.

The Issuer's sole property is the Silver Lake Property located near Houston, British Columbia, consisting of eight contiguous mineral tenures. The Issuer has the option of acquiring a 100% interest in the Silver Lake Property, subject to a 2% net smelter returns royalty, as set out in the Option Agreement (see "**Description of the Business - Option to Purchase the Silver Lake Property**" above). The Issuer incurred \$12,391 in exploration and evaluation asset expenditures during the period ended June 30, 2021. The Issuer is not required to make any exploration expenditures on the Silver Lake Property under the Option Agreement. The Issuer is required to make a \$15,000 cash payment to the Optionor 12 months after the Listing Date of the Common Shares under this Offering. For a summary of the Issuer's payment and Common Share issuance obligations under the Option Agreement, see "**Description of the Business - Option to Purchase the Silver Lake Property**" above. In order to meet future cash payments to exercise the Option, the Issuer will require additional capital resources.

During the six month period ended June 30, 2021, the Issuer issued 700,000 stock options to directors and officers and 50,000 stock options to a consultant. During the six month period ended June 30, 2021, there were no other related party transactions. The Issuer entered into a Management Services Agreement with England Communications Ltd., dated March 1, 2021, a company owned by Michael England, a director and officer of the Issuer. See "**Interest of Management and Others in Material Transactions**".

Period ended December 31, 2020

As of December 31, 2020, its capital resources consisted of a cash balance of \$130,828 and accounts receivable of \$3,973. The Issuer also had an accounts payable balance of \$4,068. As of December 31, 2020, the Issuer had a working capital of \$130,733.

The Issuer's sole property is the Silver Lake Property located near Houston, British Columbia, consisting of eight contiguous mineral tenures. The Issuer has the option of acquiring a 100% interest in the Silver Lake Property, subject to a 2.0% NSR, as set out in the Option Agreement (see "**Description of the Business - Option to Purchase the Silver Lake Property**" above). During the period ended December 31, 2020, the Issuer incurred \$87,060 in exploration and evaluation asset expenditures, which includes the cost to conduct airborne 170 line-kms of VTEM flight lines over the Silver Lake Property and the \$10,000 initial payment to the Optionor pursuant to the Option Agreement. The Issuer is not required to make any exploration expenditures on the Silver Lake Property under the Option Agreement. The Issuer is not required to make further payments of cash installments to the Optionor until 12 months after the Listing Date of the Common Shares under this Offering. For a summary of the Issuer's payment and share issuance obligations under the Option Agreement, see "**Description of the Business - Option to Purchase the Silver Lake Property**" above. In order to meet future cash payments obligations to exercise the Option, the Issuer will require additional capital resources.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of Common Shares without par value, of which 8,600,001 Common Shares are issued and outstanding as fully paid and non-assessable shares as of the date of this Prospectus.

Common Shares

The Common Shares are not subject to any future call or assessment and do not have any pre-emptive, conversion or redemption rights. The holders of the Common Shares are entitled to receive notice of, attend and vote at all meetings of the shareholders of the Issuer. All Common Shares have equal voting rights. Each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer.

Compensation Options

The Issuer has also agreed to grant to the Agent Compensation Options entitling the Agent to purchase that number of Common Shares as is equal to 10% of Common Shares to be issued pursuant to this Offering, with an exercise price that is equal to the Offering Price.

Additional Common Shares

The Issuer has also agreed to issue 100,000 Common Shares to the Optionor on the Closing Date in respect of the Silver Lake Property. See "**Description of the Business -Option to Purchase the Silver Lake Property**" above and "**Plan of Distribution**" below.

CONSOLIDATED CAPITALIZATION

The following table summarizes the changes in the Issuer's capitalization since incorporation and after giving effect to the Offering:

Description	Authorized Amount	Outstanding as at December 31, 2020 (Audited)	Outstanding as at June 30, 2021 (Unaudited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to the Minimum Offering (Unaudited) ⁽¹⁾ ₍₂₎	Outstanding after giving effect to the Maximum Offering (Unaudited) ⁽¹⁾ ₍₂₎
Common Shares	Unlimited	5,400,001	8,600,001	8,600,001	12,100,001	12,600,001
Compensation Options	N/A	Nil	Nil	Nil	350,000	400,000

Description	Authorized Amount	Outstanding as at December 31, 2020 (Audited)	Outstanding as at June 30, 2021 (Unaudited)	Outstanding at the date of this Prospectus (Unaudited)	Outstanding after giving effect to the Minimum Offering (Unaudited) ⁽¹⁾ ₍₂₎	Outstanding after giving effect to the Maximum Offering (Unaudited) ⁽¹⁾ ₍₂₎
Options	10% of the number of Common Shares of the Issuer issued and outstanding from time to time	Nil	750,000	750,000	750,000	750,000

Notes:

- (1) As partial consideration for the sale of Common Shares pursuant to this Prospectus, the Issuer has agreed to grant the Agent Compensation Options entitling the Agent to purchase up to that number of Common Shares as is equal to 10% of the number of Common Shares issued pursuant to this Offering. The Compensation Options may be exercised at a price of \$0.10 per Common Share for a period of 36 months from the Listing Date. This Prospectus qualifies the distribution of the Compensation Options to the Agent to the extent that such Compensation Options constitute as Qualified Compensation Securities. The Common Shares issuable on exercise of the Compensation Options are not reflected in these figures.
- (2) Includes the 100,000 Common Shares to be issued to the Optionor in respect of the Silver Lake Property.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Stock Option Plan was approved by the Issuer's directors on February 11, 2021. The purpose of the Stock Option Plan is to assist the Issuer in attracting, retaining and motivating directors, officers, employees and consultants (together "**Participants**") of the Issuer and of its affiliates and to closely align the personal interests of such Participants with the interests of the Issuer and its shareholders.

The Stock Option Plan provides that the aggregate number of Common Shares reserved for issuance will be 10% of the number of Common Shares of the Issuer issued and outstanding from time to time.

The Stock Option Plan will be administered by the Board of Directors, or by a special committee of the Board of Directors, who will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such Participants as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the exercise price permitted under the Exchange policies. The Stock Option Plan provides that after the Listing Date, the number of Common Shares issuable on the exercise of options granted to all persons together with all of the Issuer's other previously granted options may not exceed 10% of the Issuer's issued and outstanding Common Shares on a non-diluted basis, from time to time. In addition, the number of Common Shares, which may be reserved for issuance to any one individual upon the exercise of all stock options held by such individual within a one-year period, may not exceed 5% of the Common Shares issued and

outstanding on the grant date, on a non-diluted basis, unless otherwise approved by disinterested shareholders of the Issuer. Subject to earlier termination in the event of the individual ceases to be a director, officer, consultant or management company employee for any reason, other than death, all options granted under the Stock Option Plan will expire on the date set by the Board as the expiry date of the option, which expiry date shall not be more than the term permitted by the Exchange policies. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

The following table sets out information about the Options issued and outstanding pursuant to the Stock Option Plan as of the date of this Prospectus:

Name of Optionee	Designation of Securities under Option	Number of Common Shares under Option	Exercise price per Common Share	Expiry Date
2 executive officers of the Issuer	Common Shares	500,000	\$0.10	February 11, 2024
2 directors of the Issuer who are not also executive officers	Common Shares	200,000	\$0.10	February 11, 2024
1 consultant of the Issuer	Common Shares	50,000	\$0.10	February 11, 2024

Compensation Options

The Issuer will issue to the Agent, Compensation Options for the purchase of up to that number of Common Shares as is equal to 10% of the Common Shares of the Issuer issued pursuant to the Offering, exercisable at a price of \$0.10 per Common Share for a period of 36 months from the Listing Date.

PRIOR SALES

The following table summarizes the sales of securities of the Issuer as of the date of this Prospectus:

Issue Date	Price Per Common Share	Number of Common Shares Issued	Proceeds to the Issuer
September 1, 2020	\$1.00	1	\$1
November 6, 2020	\$0.005	2,200,000	\$11,000
November 11, 2020	\$0.02	3,200,000	\$64,000
January 5, 2021	\$0.05	3,200,000	\$160,000
TOTAL:		\$8,600,001	\$235,001

ESCROWED SECURITIES

Escrowed Securities

National Policy 46-201 - *Escrow for Initial Public Offering* ("**NP 46-201**") sets out a national escrow regime applicable to initial public offerings. Pursuant to NP 46-201, the Common Shares held by Principals must be placed in escrow with the Escrow Agent, to be released therefrom over a period of three years.

"**Principals**" include all persons or companies that, on the completion of the Offering, fall into one of the following categories:

- (a) directors and senior officers of the Issuer, as listed in this Prospectus;
- (b) promoters of the Issuer during the two years preceding this Offering;
- (c) those who own and/or control more than 10% of the Issuer's voting securities immediately after completion of this Offering if they also have appointed or have the right to appoint a director or senior officer of the Issuer or of a material operating subsidiary of the Issuer;
- (d) those who own and/or control more than 20% of the Issuer's voting securities immediately after completion of this Offering; and
- (e) associates and affiliates of any of the above.

The Principals of the Issuer are Michael England, John Masters, Tom McCandless, and Twila Jensen, all of whom are directors of the Issuer, and Laura England as associates of Michael England.

Pursuant to an escrow agreement (the "**Escrow Agreement**") dated effective May 13, 2021, among the Issuer, the Escrow Agent and the Principals, the Principals agreed or will agree to deposit in escrow their Common Shares (the "**Escrowed Securities**") with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every six month interval thereafter, over a period of 36 months.

The Issuer is an "emerging issuer" as defined in NP 46-201. If Issuer achieves "established issuer" status during the term of the Escrow Agreement, there will be an accelerated release of any securities remaining in escrow to match the 18-month schedule applicable to established issuers as if the Issuer had originally been classified as an established issuer.

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 Issuer or of a material operating subsidiary, with approval of the Board of Directors;
- (b) transfers to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities;
- (c) transfers to a person or company that after the proposed transfer will (i) hold more than 10% of the voting rights attached to the Issuer's outstanding securities; and (ii) has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries;
- (d) 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;

- (e) transfers upon bankruptcy to the trustee in bankruptcy;
- (f) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; or
- (g) 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 as of the date of this Prospectus:

Name	No. of Escrowed Common Shares⁽¹⁾⁽²⁾	Percentage of Common Shares after Giving Effect to the Minimum Offering⁽³⁾⁽⁴⁾	Percentage of Common Shares after Giving Effect to the Maximum Offering⁽³⁾⁽⁴⁾
Michael England	1,350,001 owned beneficially and of record and indirectly ⁽⁵⁾	11.1%	10.7%
John Masters	500,000 owned beneficially and of record	4.1%	3.9%
Tom McCandless	450,000 owned beneficially and of record	3.7%	3.5%
Twila Jensen	500,000 owned beneficially and of record	4.1%	3.9%
Laura England ⁽⁶⁾	200,000 owned beneficially and of record	1.6%	1.6%

Notes:

- (1) These Common Shares have been deposited in escrow with the Escrow Agent.
- (2) These Common Shares are held under the Escrow Agreement which provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that, where there are no changes to the Common Shares initially deposited and no additional Escrow Securities, the remaining Escrowed Securities will be released in equal tranches of 15% every six month interval thereafter, over a period of 36 months.
- (3) Does not include exercise of Compensation Options or Options.
- (4) Includes the 100,000 Common Shares to be issued to the Optionor on the Closing; and as a result, the aggregate number of issued and outstanding Common Shares after completion of the Offering would total 12,200,001 Common Shares if the Minimum Offering is achieved and 12,700,001 Common Shares if the Maximum Offering is achieved.
- (5) Includes 575,000 Common Shares of which are registered to England Communications Ltd., a company controlled by Michael England.
- (6) Laura England is the spouse of Michael England and resides at the same address as Michael England.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Issuer, as of the date of this Prospectus, there are no persons who beneficially own or exercise control or direction over Common Shares carrying more than 10% of the votes attached to the Issuer's Common Shares except for the following:

Prior to the Offering			After Giving Effect to the Offering		
Name	Number of Common Shares Owned Directly or Indirectly	Percentage of Common Shares Held	Number of Common Shares Beneficially Owned Directly or Indirectly	Percentage of Common Shares Held after Minimum Offering ⁽¹⁾	Percentage of Common Shares Held after Maximum Offering ⁽¹⁾
Michael England	1,350,001 owned beneficially and of record and indirect ⁽²⁾	15.7%	1,350,001 owned beneficially and of record and indirect ⁽²⁾	10.1%	9.7%
Victor Cantore	1,100,000 owned beneficially and of record	12.8%	1,100,000 owned beneficially and of record	8.2%	7.9%

Notes:

- ⁽¹⁾ On a fully-diluted basis, assuming completion of the Offering, the issuance of the 100,000 Common Shares to the Optionor, and the exercise of all 400,000 potential Compensation Options and 750,000 Options. The aggregate number of issued and outstanding Common Shares after completion of the Offering would total 13,350,001 Common Shares if the Minimum Offering is achieved and 13,850,001 Common Shares if the Maximum Offering is achieved.
- ⁽²⁾ Includes 575,000 Common Shares owned by England Communications Ltd., a private company controlled by Mr. England, but does not include 300,000 stock options granted to Mr. England.

DIRECTORS AND EXECUTIVE OFFICERS

To the Issuer's knowledge as at the date of this Prospectus, following completion of the Offering, its directors and executive officers as a group (excluding the purchase of any Common Shares by any directors and executive officers under the Offering) will beneficially own, or control or direct, directly or indirectly, 2,800,001 Common Shares, representing approximately 32.6% of the outstanding Common Shares on a non-diluted basis as of the date of this Prospectus.

The following table provides the names, Provinces of residence, positions, principal occupations and the number of voting securities of the Issuer that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Province of Residence and Position with the Issuer	Director/Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (as the date of this Prospectus)
<p>Michael England British Columbia, Canada <i>Chief Executive Officer and Director and Promoter</i></p>	<p>Chief Executive Officer since September 1, 2020. Director since September 1, 2020.</p>	<p>Director and officer of numerous public mineral exploration companies, including Rockland Resources Ltd., Infinite Ore Corp., BTU Metals Corp., Sky Gold Corp., Pegasus Resources Inc. and Golden Lake Exploration Inc. and previously Ashburton Ventures Inc. and Pivit Exploration Inc. President of England Communications Ltd. from February, 2009 to present.</p>	<p>1,350,001⁽¹⁾ 15.7%</p>
<p>John Masters⁽²⁾ British Columbia, Canada <i>Chief Financial Officer and Director</i></p>	<p>Chief Financial Officer since September 2, 2020 Director since September 1, 2020.</p>	<p>Director and officer of several public mineral exploration companies, including Infinite Ore Corp., 79 Resources Ltd. and Sky Gold Corp. and previously also Golden Lake Exploration Inc., Imagination Park Entertainment Inc., Progressive Planet Solutions Inc. and Gratomic Inc. Vice President of England Communications Ltd. from May, 2010 to present.</p>	<p>500,000 5.8%</p>
<p>Tom McCandless⁽²⁾ British Columbia, Canada <i>Director</i></p>	<p>Director since September 1, 2020.</p>	<p>Director, officer and technical advisor of several public mineral exploration companies, including Mountain Province Diamonds Inc. and CBLT Inc. and previously Kennady Diamonds Inc. and Group Ten Metals Inc. President, MCC Geoscience Inc. from July 2008 to present; Vice President Exploration at Mountain Province Diamonds Inc. from November, 2018 to present.</p>	<p>450,000 5.2%</p>

Name and Province of Residence and Position with the Issuer	Director/Officer Since	Principal Occupation for the Past Five Years	Number and % of Common Shares Beneficially Owned Directly or Indirectly (as the date of this Prospectus)
Twila Jensen⁽²⁾ British Columbia, Canada <i>Director</i>	Director since September 2, 2020.	Director of Durango Resources Inc. since November 2015 and previously served on the board of directors of several public mineral exploration companies, including BTU Metals Corp., Crop Infrastructure Corp., GoldHaven Resources Corp., Golden Lake Exploration Inc., Rockland Resources Ltd., 79 Resources Ltd. and Spearmint Resources Inc. Vice-President, Sales & Marketing of Stockhouse Publishing since September 2020, and a Senior Capital Markets Strategist at Stockhouse Publishing Ltd. since November 2013.	500,000 5.8%

Note:

- (1) Includes 575,000 Common Shares owned by England Communications Ltd., a private company controlled by Mr. England.
- (2) Denotes a member of the Audit Committee of the Issuer.

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

The Issuer has one committee, the Audit Committee, comprised of Michael England (Chair), Tom McCandless and Twila Jensen.

The following is a brief description of the background of the management, directors and promoters of the Issuer.

Michael England, Chief Executive Officer, Director and Promoter

Mr. England, 57 years of age, is the Chief Executive Officer and a director of the Issuer and a promoter of the Issuer by virtue of his involvement in the founding of the Issuer. Mr. England provides his services to the Issuer on a part-time basis and it is expected that he will devote approximately 25% of his time to the affairs of the Issuer. He has served as Chief Executive Officer and a director of the Issuer since September 1, 2020. His responsibilities with the Issuer in his capacity as Chief Executive Officer include managing day-to-day operations of the Issuer, securing adequate funding for the Issuer and executing decisions of the Board of Directors.

Mr. England is a businessman and is the President and principal shareholder of England Communications Ltd., a company that provides office and management services to both private and public companies. He has many years of experience with reporting issuers, particularly in the mineral exploration industry. Over

the past five years, Mr. England has served as director and President of Infinite Ore Corp. since June 2007, as director of Ashburton Ventures Inc. until October 2018, as CEO of Ashburton Ventures Inc. until March 2018, as director and President of BTU Metals Corp. since April 2009, as director of Sky Gold Corp. since August 2016, as CEO of Sky Gold Corp. since September 2016, as director and CEO of Pivit Exploration Inc. from August 2017 to May 2019, as director, CEO and President of Rockland Resources Ltd. since March 2021, and as director, CEO and President of Golden Lake Exploration Inc. since June 2019.

Mr. England has not entered into any non-competition or non-disclosure agreements with the Issuer. Mr. England is an employee of England Communications Ltd. and pursuant to the Management Services Agreement, England Communications Ltd. is required to keep confidential information of the Issuer in confidence during the term of the agreement.

John Masters, *Chief Financial Officer and Director*

Mr. Masters, 62 years of age, is the Chief Financial Officer and a director of the Issuer. He provides his services to the Issuer on a part time basis and it is expected that he will devote approximately 20% of his time to the affairs of the Issuer. He has served the Issuer as director since September 1, 2020 and as Chief Financial Officer since September 2, 2020. As Chief Financial Officer, Mr. Masters reports to the Chief Executive Officer of the Issuer regarding financial matters including budgeting and corporate finance.

Mr. Masters is a businessman and provides management consulting and corporate finance services to public and private companies. He has over a decade of experience with reporting issuers, particularly in the mineral exploration industry. Over the past five years, Mr. Masters has served as Secretary of Infinite Ore Corp. since August 2007, as director of Infinite Ore Corp. since February 2010, as CFO of Infinite Ore Corp. since February 2014, as director of 79 Resources Ltd. since December 2019, as director of Gratomic Inc. until September 2016, as Secretary and CFO of Progressive Planet Solutions Inc. until June 2018, as director and Secretary of Sienna Resources Inc. since October 2015, as director of Golden Lake Exploration Inc. until June 2020, as CFO and Secretary of Golden Lake Exploration Inc. since July 2019, as director of Sky Gold Corp. since July 2016, as CFO and Secretary of Sky Gold Corp. since September 2016, and as CFO of Imagination Park Entertainment Inc. from February 2017 to March 2017.

Mr. Masters has not entered into any non-competition or non-disclosure agreements with the Issuer. Mr. Masters is an employee of England Communications Ltd. and pursuant to the Management Services Agreement, England Communications Ltd. is required to keep confidential information of the Issuer in confidence during the term of the agreement.

Tom McCandless, *Director*

Dr. McCandless, 66 years of age, is a director of the Issuer. He provides his services to the Issuer on a part-time basis and it is expected he will devote approximately 10% of his time to the affairs of the Issuer. He has served the Issuer as a director since September 1, 2020. His responsibilities with the Issuer in his capacity as a director include directing and overseeing the management of the Issuer and advising on technical matters relating to properties and exploration activities.

Dr. McCandless is a registered Professional Geoscientist. He provides both technical and business consulting services to public and private companies involved in mineral exploration and development and operating mining companies. He has over 20 years of experience with reporting issuers. Over the past five years, Dr. McCandless has served as VP Exploration of Mountain Province Diamonds Inc. since November 2018, as director of Kennady Diamonds Inc. from March 2016 to April 2018, as director of CBLT Inc. since January 2014 and as COO of Group Ten Metals Inc. from July 2014 to July 2016.

Dr. McCandless has not entered into any non-competition or non-disclosure agreements with the Issuer.

Twila Jensen, Director

Ms. Jensen, 38 years of age, is a director of the Issuer. She provides her services to the Issuer on a part-time basis and it is expected she will devote approximately 10% of her time to the affairs of the Issuer. She has served the Issuer as a director since September 2, 2020. Her responsibilities with the Issuer in her capacity as a director include directing and overseeing the management of the Issuer.

Ms. Jensen is a business executive with Stockhouse Publishing Ltd. and has over five years of experience with reporting issuers, particularly in the mineral exploration industry. Over the past five years, Ms. Jensen has served as director of Durango Resources Inc. since November 2015, as director of BTU Metals Corp. from December 2016 to April 2019, as director of GoldHaven Resources Corp. from February 2019 to May 2020, as director of Crop Infrastructure Corp. from May 2018 to November 2019, as director of Golden Lake Exploration Inc. from May 2019 to March 2021, as director of 79 Resources Ltd. from April 2019 to March 2021, as director of Rockland Resources Ltd. from May 2020 to March 2021, and as director of Spearmint Resources Inc. from September 2020 to October 2020.

Ms. Jensen is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Corporate Cease Trade Orders or Bankruptcies

To the Issuer's knowledge, except as disclosed below:

- (a) No existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director or executive officer of that company, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days.
- (b) No existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof ceased to be a director or executive officer of any other company that, was the subject of a cease trade order or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the director, executive officer or promoter ceased to be a director or executive officer and which resulted from an event that occurred while that person was acting in the capacity as director or executive officer; and
- (c) No existing or proposed director, executive officer or promoter of the Issuer is, or within the ten years prior to the date hereof has been, a director or executive officer of any other company that, while that person was acting in the capacity of director, executive officer or promoter of that company, 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.

On September 8, 2014, Michael England was the President and a director of BTU Metals Corp. (formerly, BTU Capital Corp.) which was issued a cease trade order for failing to file financial statements within the required time period. BTU Metals Corp. (formerly, BTU Capital Corp.) was reinstated on February 16, 2017.

Penalties or Sanctions

To the Issuer's knowledge, no existing or proposed director, executive officer, promoter or other member of management of the Issuer has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

Except as disclosed below, to the Issuer's knowledge no existing or proposed director, officer, promoter or other member of management of the Issuer has, during the ten years prior to the date hereof, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

On May 19, 2016, John Masters was a consumer debtor in connection with a consumer proposal in British Columbia, which was fully performed and discharged effective April 7, 2017.

Conflicts of Interest

The directors and officers of the Issuer are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and the Issuer will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers, in accordance with the *Business Corporations Act* (British Columbia), will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

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

To the Issuer's knowledge and other than disclosed herein, there are no known existing or potential conflicts of interest among the Issuer, its promoters, directors and officers or other members of management of the Issuer or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The executive compensation discussion below discloses compensation paid to the following individuals:

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

- (b) each individual who, in respect of the Issuer, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Issuer and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with Section 1.3(5) of Form 51-102F6V under National Instrument 51-102 – *Continuous Disclosure Obligations*, for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Issuer, nor acting in a similar capacity, as at the end of the most recently completed financial year,

(each a "**Named Executive Officer**").

During the period ended December 31, 2020, the Issuer had two individuals who were Named Executive Officers, namely (i) Michael England, who was appointed and served as Chief Executive Officer of the Issuer from September 1, 2020, to December 31, 2020; and (ii) John Masters, who was appointed and served as Chief Financial Officer of the Issuer from September 2, 2020, to December 31, 2020.

In assessing the compensation of its Named Executive Officers, the Issuer does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

As of the date of this Prospectus, the Issuer's Board of Directors has not established any benchmark or performance goals to be achieved or met by Named Executive Officers, however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Issuer. The satisfactory discharge of such duties is subject to ongoing monitoring by the Issuer's Board of Directors.

The Issuer's Named Executive Officer compensation during the most recently completed financial period ended December 31, 2020 was determined and administered by the Issuer's Board of Directors. The Board of Directors was solely responsible for assessing the compensation to be paid to the Issuer's Named Executive Officers and for evaluating their performance.

Although the Issuer's objective is to minimize cash-based compensation arrangements, it intends to be fair in its compensation arrangements in order to attract and retain qualified individuals who are skilled and capable of managing and overseeing the management of the Issuer. Other than the Management Services Agreement with England Communications Ltd., no other arrangements have been made to compensate the Issuer's Named Executive Officers as at the date of this Prospectus.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including Named Executive Officers or directors of the Issuer, or companies they control for the provision of management or consulting services. Such services are paid for by the Issuer at competitive industry rates for work of a similar nature by reputable arm's length services providers. The Issuer has entered into a Management Services Agreement with England Communications Ltd., a company controlled by Michael England, to provide management and administrative services to the Issuer. See "**Interest of Management and Others in Material Transactions**". Both Michael England and John Masters are employees of England Communications Ltd.

Summary Compensation Table

The following table sets forth the value of the compensation, excluding compensation securities, of the Issuer's directors and Named Executive Officers, for the period ended December 31, 2020:

Name and principal position	Year	Salary	Share-based awards ⁽¹⁾	Option-based awards ⁽²⁾	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual incentive plans	Long-term incentive plans			
Michael England Chief Executive Officer and Director	2020	Nil	\$6,750	Nil	Nil	Nil	Nil	Nil ⁽³⁾	\$6,750
John Masters Chief Financial Officer and Director	2020	Nil	\$3,000	Nil	Nil	Nil	Nil	Nil	\$3,000

Notes:

- (1) Michael England (450,000) and John Masters (200,000) each purchased founder's shares at \$0.005 per share, with such shares having a fair value of \$0.02 per share at that time. The share-based award is calculated on the difference between the purchase price of \$0.005 per share and the fair value of \$0.02 per share.
- (2) Subsequent to the year end, options were granted to Michael England (300,000) and John Masters (200,000) on February 11, 2021, exercisable at \$0.10 per Common Share with an expiry date of February 11, 2024. See **"Options to Purchase Securities"**.
- (3) Subsequent to the year end, the Issuer entered into a Management Services Agreement with England Communications Ltd., a company controlled by Michael England, for the provision of management and administration services for \$2,500 per month. See **"Interest of Management and Others in Material Transactions"**.

Director Compensation Table

The table below sets out the compensation of directors that are not also Named Executive Officers of the Issuer, for the period ended December 31, 2020:

Name	Fees earned	Share-based awards ⁽¹⁾	Option-based awards ⁽²⁾	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Tom McCandless Director	Nil	\$3,000	Nil	Nil	Nil	Nil	\$3,000

Name	Fees earned	Share-based awards ⁽¹⁾	Option-based awards ⁽²⁾	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Twila Jensen Director	Nil	\$3,000	Nil	Nil	Nil	Nil	\$3,000

Notes:

⁽¹⁾ Tom McCandless (200,000) and Twila Jensen (200,000) each purchased founder's shares at \$0.005 per share, with such shares having a fair value of \$0.02 per share at that time. The share-based award is calculated on the difference between the purchase price of \$0.005 per share and the fair value of \$0.02 per share.

⁽²⁾ Subsequent to year end, options were granted to Tom McCandless and Twila Jensen (100,000 options each) on February 11, 2021, exercisable at \$0.10 per Common Share with an expiry date of February 11, 2024. See "**Options to Purchase Securities**".

External Management Companies

Of the Issuer's Named Executive Officers, neither Michael England nor John Masters were or are employees of the Issuer.

As of the date of this Prospectus, the Issuer has not executed any employment, consulting or management agreements with any of its directors or Named Executive Officers. The Issuer has a management services agreement with a private company, England Communications Ltd, which is controlled by Michael England, the CEO and a director of the Issuer. Both Michael England and John Masters, the Issuer's Named Executive Officers, are employees of England Communications Ltd. See "**Interest of Management and Others in Material Transactions**".

Proposed Stock Options and Other Compensation Securities

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Issuer to achieve the longer-term objectives of the Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Issuer. See "**Options to Purchase Securities**" above for a description of the material terms of the Issuer's Stock Option Plan.

There were no outstanding stock-based awards or share-based awards as at December 31, 2020, and, as at the date of this Prospectus, there are 700,000 outstanding stock options granted to the Issuer's directors and Named Executive Officers. See "**Options to Purchase Securities**" above.

Proposed Compensation

During the next 12 months, the Issuer proposes to pay the following compensation to its Named Executive Officers and directors:

Name and Principal Position	Salary	All Other Compensation	Total Compensation
Michael England Chief Executive Officer and President	Nil	\$30,000 ⁽¹⁾	\$30,000

Name and Principal Position	Salary	All Other Compensation	Total Compensation
John Masters Chief Financial Officer	Nil	Nil	Nil
Tom McCandless Director	Nil	Nil	Nil
Twila Jensen Director	Nil	Nil	Nil

Note:

⁽¹⁾ England Communications Ltd, a private company controlled by Michael England, will provide management and administrative services to the Issuer for a fee of \$2,500 per month. See “**Interest of Management and Others in Material Transactions**”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No existing director, executive officer or senior officer of the Issuer or any associate of any of them, was indebted to the Issuer as at December 31, 2020, or is currently indebted to the Issuer at the date of this Prospectus, other than routine indebtedness for miscellaneous expense advances.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The text of the Audit Committee's charter is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Issuer's Audit Committee are set out below:

Michael England (Chair)	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
Tom McCandless	Independent ⁽¹⁾	Financially literate ⁽²⁾
Twila Jensen	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Issuer's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth 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 Issuer's financial statements.

Relevant Education and Experience

Each member of the Issuer's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Issuer to prepare its financial statements;
- (b) the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (c) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (d) 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 Issuer's financial statements or experience actively supervising one or more individuals engaged in such activities; and
- (e) an understanding of internal controls and procedures for financial reporting.

Michael England: Mr. England is a director and Chief Executive Officer of several public companies. He is currently serving as a member of the audit committee of several reporting issuers, including Sky Gold Corp., Infinite Ore Corp. Golden Lake Exploration Inc. and BTU Metals Corp., and is familiar with the financial reporting requirements applicable to public companies in Canada.

Tom McCandless: Dr. McCandless has many years of experience with mining companies of all stages of development, and is familiar with the financial reporting requirements applicable to public companies in Canada.

Twila Jensen: Ms. Jensen has a number of years of experience with mineral exploration companies, having served as a director of several such companies. She is familiar with the financial reporting requirements applicable to public companies in Canada, and is currently a member of the audit committee of Durango Resources Inc. She was also formerly a member of the audit committee of Golden Lake Exploration Inc., Rockland Resources Ltd. and 79 Resources Inc.

See "**Directors and Executive Officers**" above for further details.

Audit Committee Oversight

The Audit Committee was established on March 9, 2021. Among the responsibilities of the Audit Committee, it will make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

The Issuer has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) or Part 8 of NI 52-110 at any time since the commencement of the Issuer's most recently completed financial period. The Issuer is relying on the exemption in Section 6.1 of NI 52-110 regarding the composition of the audit committee and reporting obligations.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Issuer's external auditors and approve in advance the provision of services other than auditing and to consider the

independence of the external auditors. The Audit Committee is authorized to approve any non-audit services or additional work.

External Auditor Service Fees

As of the date of this Prospectus, the Issuer has not compensated any external auditors for audit and non-audit related services provided to the Issuer.

Fiscal Period Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 30, 2020	\$5,000	Nil	Nil	Nil

Notes:

- (1) Fees for audit services.
- (2) Fees for assurance and related services not included in audit services above.
- (3) Fees for tax compliance, tax advice and tax planning.
- (4) All other fees not included above.

Corporate Governance

General

Corporate governance relates to the activities of the Board of Directors of the Issuer, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Issuer. National Policy 58-101-*Disclosure of Corporate Governance Practices* (the "NP 58-101") establishes corporate governance guidelines that apply to all public companies. The Board of Directors of the Issuer is committed to sound corporate governance practices, which are both in the interest of the shareholders of the Issuer and contribute to effective and efficient decision making.

Pursuant to NP 58-101, the Issuer is required to, and the following hereby, discloses its corporate governance practices.

Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors within the meaning of NI 52-110.

The Board is currently comprised of four directors, of whom Tom McCandless and Twila Jensen are independent for the purposes of NI 52-110. Michael England and John Masters are not independent as Mr. England serves as Chief Executive Officer of the Issuer and Mr. Masters serves as Chief Financial Officer. Because the Board is not comprised of a majority of independent directors, in order to facilitate its exercise of independent supervision over the Issuer's management, the Board carefully examines the issues before it, consults with outside counsel and other advisors as necessary and encourages the independent directors to regularly and independently confer amongst themselves.

Directorships

Certain of the Issuer's directors are also currently directors of other reporting issuers as follows:

Name	Reporting Issuer
Michael England	BTU Metals Corp. Golden Lake Exploration Inc. Infinite Ore Corp. Sky Gold Corp. Rockland Resources Ltd.
John Masters	Infinite Ore Corp. Sienna Resources Inc. Sky Gold Corp. 79 Resources Ltd.
Tom McCandless	CBLT Inc.
Twila Jensen	Durango Resources Inc.

Orientation and Continuing Education

The Board of Directors briefs all new directors on the business activities and plans of the Issuer. The Board does not provide any continuing education to the directors, however, does encourage the directors to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on individual director's participation in decisions of the Board in which the director has an interest will be sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Issuer.

Certain directors of the Issuer may also be directors and officers of other companies engaged in similar business activities and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under, the *Business Corporations Act* (British Columbia).

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new board members and recommending to the board new director nominees for the next annual meeting of shareholders. The Board does not have a nominating committee. New nominees must have a track record of experience with public companies involved with exploration and development of minerals, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors conducts reviews with regard to the compensation of the directors, the CEO and CFO once a year. The Board does not have a compensation committee. To make its recommendations on such compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

The Board of Directors has no other committees other than the Audit Committee.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness and does not formally assess the performance or contribution of individual board or committee members. Due to the Issuer's size and stage of development, the directors work closely with management and are in a position to informally assess each individual director's performance on an ongoing basis.

PLAN OF DISTRIBUTION

The Offering consists of a minimum of 3,500,000 and a maximum of 4,000,000 Common Shares at a price of \$0.10 per Common Share, to raise gross proceeds of a minimum of \$350,000 and a maximum of \$400,000, and will be conducted through the Agent in the Provinces of British Columbia, Alberta and Ontario.

Pursuant to the Agency Agreement, the Issuer intends to engage the Agent as its exclusive agent to conduct the Offering. The Offering Price and terms of the Offering were established through negotiation between the Issuer and the Agent, in accordance with the policies of the Exchange. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered pursuant to the Offering in the provinces of British Columbia, Alberta and Ontario. This Prospectus qualifies the distribution of the Common Shares to Subscribers in those jurisdictions. The Agent may offer selling group participation in the normal course of the brokerage business to selling groups of other licensed dealers, brokers, and investment dealers who may or may not be offered part of the Agent's Commission or Compensation Options derived from this Offering.

The Agent may terminate its obligations under the Agency Agreement by notice in writing to the Issuer at any time before the Closing if, on the basis of its assessment of the state of the financial markets or the market for the Common Shares, the Common Shares cannot be marketed profitably or upon the occurrence of certain other stated events. The Agent may also terminate its obligations under the Agency Agreement at any time upon the occurrence of certain events, such as the breach of any term of the Agency Agreement by the Issuer.

The Agency Agreement provides that if the Agent exercises its right to terminate the Agency Agreement, then the Issuer will immediately issue a press release setting out particulars of the termination.

The Issuer has agreed to pay the Agent:

- (a) a cash Agent's Commission equal to 10% of the aggregate Offering Price of the Common Shares sold under the Offering;
- (b) a cash Corporate Finance Fee of \$25,000 plus GST; and
- (c) upon successful completion of the Offering, the Agent is entitled to receive, as part of its remuneration, Compensation Options entitling the holder thereof to purchase that number of Common Shares equal to 10% of the number of Common Shares issued pursuant to this Offering. The Compensation Options will be exercisable at a price of \$0.10 per Common Share for a period of 36 months from the Listing Date.

This Offering is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Issuer of \$350,000, which proceeds shall be held by the Agent pending the completion of the Offering. If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and Subscribers, all subscription monies will be returned to Subscribers without interest or deduction, unless the Subscribers have otherwise instructed the Agent.

The Issuer has applied to list its Common Shares on the Canadian Securities Exchange and received conditional approval from the Canadian Securities Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Canadian Securities Exchange. Confirmation of the Listing of the Common Shares on the Exchange as of the Closing Day is a condition of Closing.

As at the date of this Prospectus, the Issuer 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, Aequis NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Subscriptions for the Common Shares will be received and subject to rejection or allotment in whole or in part by the Issuer and the right is reserved to close the subscription books at any time. Upon rejection of a subscription or in the event the Minimum Offering is not achieved, the subscription price and the subscription agreement will be returned to the Subscriber forthwith without interest or deduction.

This Prospectus also qualifies the distribution of the 100,000 Common Shares issuable to the Optionor in respect of the Silver Lake Property; such Common Shares will be issued in accordance with the schedule set out under the heading "**Description of the Business - Option to Purchase the Silver Lake Property**" above.

RISK FACTORS

An investment in the securities offered hereunder should be considered highly speculative due to the nature of the Issuer's business and the present stage of development. An investment in the securities should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Issuer. In evaluating the Issuer and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Issuer or in connection with the Issuer's operations.

COVID-19

An emerging risk is a risk not well understood at the current time and for which the impacts on strategy and financial results are difficult to assess or are in the process of being assessed. Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as COVID-19, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Issuer in future periods. Currently, there are COVID-19 related travel restrictions in place in British Columbia which recommend against non-essential travel within British Columbia. These travel restrictions may impact upon the ability of qualified personnel to travel to the Silver Lake Project in order to conduct the recommended Phase I work program. In addition, there is a risk that more restrictive COVID-19 related travel restrictions may be imposed in the future that may further impact on the ability of the Issuer to complete the work program at the Silver Lake Property.

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Issuer will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Issuer will be successful in obtaining such additional financing. Failure to do so could result in the Issuer not being able to exercise the option to acquire the Silver Lake Property or the loss or substantial dilution of the Issuer's interest in the Silver Lake Property. The Issuer's unallocated working capital will not suffice to exercise the option to purchase the Silver Lake Property or to fund the recommended Phase 2 exploration program on the Silver Lake Property and there is no assurance that the Issuer can successfully obtain additional financing to fund such exercise or Phase 2 program.

Financing Risks

The Issuer has no history of earnings and, due to the nature of its business, there can be no assurance that the Issuer will be profitable. The Issuer has paid no dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Issuer is through the sale of its Common Shares. Even if the results of exploration are encouraging, the Issuer may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the Silver Lake Property or any of its future properties, if any. While the Issuer may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there is no assurance that any such funds will be available on terms acceptable to the Issuer, or at all. If available, future equity financing may result in substantial dilution to Subscribers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required by the Issuer.

Limited Operating History and Negative Operating Cash Flow

The Issuer has no history of earnings. The Issuer only has an option to purchase one property, namely, the Silver Lake Property. There are no known commercial quantities of mineral reserves on the Silver Lake Property. The purpose of this Offering is to raise funds to carry out exploration and development on the Silver Lake Property with the objective of establishing economic quantities of mineral reserves.

To the extent that the Issuer has a negative operating cash flow in future periods, the Issuer may need to allocate a portion of its cash reserves to fund such negative operating cash flow. The Issuer may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Issuer.

No Established Market and Price Volatility of Publicly Traded Securities

There is currently no market through which the Issuer's securities may be sold and Subscribers may not be able to resell the Common Shares purchased under this Prospectus. Even if a market develops, there is no assurance that the price of the Common Shares offered under this Prospectus, which was determined through negotiations between the Issuer and the Agent, will reflect the market price of the Common Shares once a market has developed. If an active public market for the Common Shares does not develop, the liquidity of the Subscriber's investment may be limited and the share price may decline below the initial public offering price. Furthermore, securities markets in Canada can experience 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 quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility.

Dilution and Shareholdings

The offering price of the Common Shares issuable under the Offering significantly exceeds the average price per Common Share paid prior to the Offering and the net tangible book value of the Issuer.

The Principals collectively hold 3,225,001 Common Shares; of which 1,050,000 Common Shares were acquired for \$0.005 per Common Share, 1,200,000 Common Shares were acquired for \$0.02 per Common Share, 975,000 Common Shares were acquired for \$0.05 per Common Share; and one Common Share was acquired for \$1.00 per Common Share.

Resale of Shares

The continued operation of the Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Issuer may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Property Interests

The Issuer does not own the mineral rights pertaining to the Silver Lake Property, rather, it holds an option to acquire a 100% interest. There is no guarantee the Issuer will be able to raise sufficient funding in the future to make the cash payments required to exercise the option pursuant to the Option Agreement. If the Issuer does not exercise its options, or loses or abandons its interest in the Silver Lake Property, there is no assurance that it will be able to acquire another mineral property of merit on terms acceptable to the Issuer or at all.

As part of the Issuer's business strategy, it may seek to grow by acquiring companies, assets or establishing joint ventures that it believes will complement its current or future business. The Issuer may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for its business. The Issuer cannot guarantee that it can complete any acquisition it pursues on favourable terms, or that any acquisitions completed will ultimately benefit its business. Future acquisitions may result in substantial dilution to shareholders.

In the event that the Issuer acquires a 100% interest in the Silver Lake Property, there is no guarantee that title to the Silver Lake Property will not be challenged or impugned. The Issuer's interests may be subject to prior unregistered agreements or transfers or aboriginal or indigenous land claims or title may be affected by undetected defects. Surveys have not been carried out on the Silver Lake Property, and therefore, their existence and area could be in doubt.

First Nations Land Claims

The Silver Lake Property may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the Silver Lake Property cannot be predicted with any degree of certainty and no assurance can be given that recognition of aboriginal rights in the area in which the Silver Lake Property is located would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may be required to negotiate with and seek the consent of holders of aboriginal

interests in order to facilitate exploration and development work on the Silver Lake Property. There is no assurance that the Issuer will be able to establish a working relationship with any First Nations in the area which would allow it to ultimately develop the Silver Lake Property.

Exploration and Development

The Silver Lake Property is in the exploration stage and is without a known body of commercial ore. Mineral exploration and development involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties which are explored are not ultimately developed into producing mines. There is no assurance that the Issuer's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Issuer's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

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

Reliability of Historical Information

The Issuer has relied, and the Technical Report is based, in part, upon historical data compiled by previous parties involved with the Property. To the extent that any of such historical data is inaccurate or incomplete, the Issuer's exploration plans may be adversely affected.

Uninsured or Uninsurable Risks

The Issuer may become subject to liability for cave-ins, pollution or other hazards against which it cannot insure or against which it may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce the funds available for exploration and mining activities. Payments of liabilities for which the Issuer does not carry insurance may have a material adverse effect on the financial position of the Issuer.

Permits and Government Regulations

The current or future operations of the Issuer may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no assurance that the Issuer will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Silver Lake Property. The Issuer currently does not have any permits in place.

Environmental Laws and Regulations

The Issuer may be required to comply with environmental laws and regulations which set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other

liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

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

Competition

The mining industry is intensely competitive in all its phases and the Issuer competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Issuer's ability to acquire suitable properties or prospects in the future.

Experience and Dependence on Key Personnel

The success of the Issuer is currently largely dependent on the performance of its officers. The loss of the services of these persons will have a materially adverse effect on the Issuer's business and prospects. The Issuer will initially be relying on its board members, as well as independent consultants, for certain aspects of its business. The amount of time and expertise expended on its affairs by each of its management team and its directors will vary according to its needs. There is no assurance the Issuer can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects. Investors who are not prepared to rely on the Issuer's management team should not invest in its securities.

Fluctuating Mineral Prices and Currencies

The Issuer's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. The mining industry is heavily dependent upon the market price of the metals or minerals being mined. Factors beyond the control of the Issuer may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for the sale of the same. There can be no assurance that mineral prices will be such that the Issuer's properties can be mined at a profit.

In addition, currency fluctuations may affect the cash flow which the Issuer may realize from its operations, since most mineral commodities are sold in the world market in United States dollars.

Conflicts of Interest

All of the directors and officers of the Issuer are engaged and will continue to be engaged in the search for additional business opportunities, particularly in mineral exploration and development, on behalf of other companies, and situations may arise where these directors and officers will be in direct competition with

the Issuer. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia).

All of the directors and officers of the Issuer are directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Issuer and their duties to the other companies on whose boards they serve, the directors and officers of the Issuer have agreed to the following:

- (a) participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- (b) no commissions or other extraordinary consideration will be paid to such directors and officers; and
- (c) business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Issuer except on the same or better terms than the basis on which they are offered to third party participants.

Dividends

The Issuer does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTERS

Michael England is considered to be a promoter of the Issuer in that he took the initiative in organizing the business of the Issuer. Mr. England beneficially holds, directly or indirectly, a total of 1,350,001 (15.7%) of the Issuer's currently issued and outstanding Common shares and 300,000 (40%) of the Options. See "**Principal Shareholders**" and "**Options to Purchase Securities**" above for further details.

England Communications Ltd., a company controlled by Mr. England, provides management and administrative services to the Issuer for monthly fees. See "**Interest of Management and Others in Material Transactions**".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

England Communications Ltd., a private company controlled by Michael England, a director and Chief Executive Officer of the Issuer, provides management and administrative services to the Issuer for a fee of \$2,500 per month. The agreement with England Communications Ltd. will terminate on March 1, 2023.

Except as set out above, the directors, senior officers and principal shareholders of the Issuer, a person or company that beneficially owns or controls or directs, directly or indirectly more than 10% of the Common Shares of the Issuer, or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which the Issuer has participated within the three year period prior to the date of this Prospectus, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND AGENT

The Issuer is not a related party or connected party to the Agent (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*).

AUDITORS

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

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Issuer is Endeavor Trust Corporation, of 702-777 Hornby Street, Vancouver, British Columbia V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer since the incorporation of the Issuer to the date of this Prospectus that are still in effect:

1. Management Services Agreement made between the Issuer and England Communications Ltd., dated March 1, 2021 referred to under "**Interest of Management and Others in Material Transactions**".
2. Option Agreement and Amendment to Option Agreement made between the Issuer, the Optionor, and Robert F. Weicker, referred to under "**Description of the Business -Option to Purchase the Silver Lake Property**".
3. Stock Option Plan approved by the Board of Directors on February 11, 2021 referred to under "**Options to Purchase Securities**".
4. Stock Option Agreements approved by the directors on February 11, 2021 between the Issuer and the directors and officers of the Issuer referred to under "**Options to Purchase Securities**".
5. Escrow Agreement among the Issuer, Endeavor Trust Corporation and certain Principals of the Issuer made as of May 13, 2021 referred to under "**Escrowed Securities**".
6. Agency Agreement between the Issuer and PI Financial Corp., dated for reference November 5, 2021 referred to under "**Plan of Distribution**".

A copy of any material contract and the Technical Report may be obtained during the Offering of the Common Shares being offered under this Prospectus and for a period of 30 days thereafter by contacting the Issuer's office during normal business hours at 1-604-683-3995. As well, the Technical Report is available for viewing on SEDAR located at www.sedar.com.

EXPERTS

Except as disclosed below, no person or company whose profession or business gives authority to a report, valuation, statement or opinion and who is named as having prepared or certified a part of this Prospectus or as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Issuer or any associate or affiliate of the Issuer.

Certain legal matters related to this Offering will be passed upon on behalf of the Issuer by Richards Buell Sutton LLP and by MLT Aikins LLP on behalf of the Agent.

Legal matters referred to under "**Eligibility for Investment**" will be passed upon by Thorsteinssons LLP on behalf of the Issuer.

James M. Hutter, P. Geo., the Author of the Technical Report on the Silver Lake Property, is independent from the Issuer within the meaning of NI 43-101.

Crowe MacKay LLP, Chartered Accountants is the auditor of the Issuer. Crowe MacKay has informed the Issuer that it is independent of the Issuer within the meaning of the rules of professional conduct of the Institute of Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia, Alberta and Ontario provides Subscribers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the Subscriber, provided that the remedies for rescission or damages are exercised by the Subscriber within the time limit prescribed by the securities legislation of the Subscriber's province or territory. The Subscriber should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Attached as Schedule "B" and forming part of this Prospectus are the Audited Financial Statements of the Issuer for the Period Ended December 31, 2020 and Unaudited Interim Financial Statements of the Issuer for the Period Ended June 30, 2021.

SCHEDULE "A"

Audit Committee Charter

See attached.

PROSPERITY EXPLORATION CORP.**Audit Committee Charter**

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Issuer's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Issuer and any subsidiaries.

1. Composition

- (a) Number of Members. The Audit Committee must be comprised of a minimum of three directors of the Issuer, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (b) Chair. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) Financially Literacy. All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) Quorum. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) Agenda. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) Notice to Auditors. The Issuer's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) Minutes. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) Selection of the external auditor. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Issuer's accounts, controls and financial statements.
- (b) Scope of Work. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) Compensation. Recommend to the Board the compensation to be paid to the external auditors.
- (d) Replacement of Auditor. If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) Approve Non-Audit Related Services. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) Direct Responsibility for Overseeing Work of Auditors. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) Resolution of Disputes. Assist with resolving any disputes between the Issuer's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) Review Audited Financial Statements. Review the audited consolidated financial statements of the Issuer, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) Review of Interim Financial Statements. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports. Review the Issuer's management discussion and analysis, interim and annual press releases, and audit committee reports before the Issuer publicly discloses this information.
- (d) Auditor Reports and Recommendations. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) Internal Control. Review with the Auditors and with management, the general policies and procedures used by the Issuer with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Issuer or from applicable laws or regulations.

- (b) Financial Management. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) Accounting Policies and Practices. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) Litigation. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Issuer and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) Other. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Issuer's financial statements or disclosure.

Complaints

- (a) Accounting, Auditing and Internal Control Complaints. The Audit Committee is responsible for establishing a procedure for the receipt, retention and treatment of complaints received by the Issuer regarding accounting, internal controls or auditing matters.
- (b) Employee Complaints. The Audit Committee is responsible for establishing a procedure for the confidential transmittal on condition of anonymity by the Issuer's employees of concerns regarding questionable accounting or auditing matters.

4. **Authority**

- (a) Auditor. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) To Retain Independent Advisors. The Audit Committee may, at the Issuer's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. **Reporting**

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Issuer's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;

- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Issuer's compliance with legal and regulatory matters to the extent they affect the financial statements of the Issuer; and
- (h) all other material matters dealt with by the Audit Committee.

SCHEDULE "B"

**Audited Financial Statements for the Period Ended December 31, 2020 and Unaudited Interim
Financial Statements for the Period Ended June 30, 2021**

See attached.

PROSPERITY EXPLORATION CORP.

FINANCIAL STATEMENTS

Expressed in Canadian Dollars

**FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31,
2020**

Head Office Address

#1240 – 789 West Pender Street
Vancouver, BC, V6C 1H2
Canada

Registered and Records Office Address

#700 - 401 West Georgia Street
Vancouver, BC, V6B 5A1
Canada

Independent Auditor's Report

To the Board of Directors of Prosperity Exploration Corp.

Opinion

We have audited the financial statements of Prosperity Exploration Corp. ("the Company"), which comprise the statement of financial position as at December 31, 2020 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
November 5, 2021**

PROSPERITY EXPLORATION CORP.

STATEMENT OF FINANCIAL POSITION

Expressed in Canadian Dollars

AS AT DECEMBER 31, 2020

ASSETS	
Current assets	
Cash	\$ 130,828
Receivable	<u>3,973</u>
Total current assets	<u>134,801</u>
Non-current assets	
Exploration and evaluation assets (Note 3)	<u>87,060</u>
Total assets	<u>\$ 221,861</u>
LIABILITIES AND EQUITY	
Current liabilities	
Accounts payable and accrued liabilities	<u>\$ 4,068</u>
	<u>4,068</u>
Equity	
Share capital (Note 4)	108,001
Subscriptions received in advance (Note 10)	150,000
Deficit	<u>(40,208)</u>
Total equity	<u>217,793</u>
Total liabilities and equity	<u>\$ 221,861</u>

Nature and continuance of operations (Note 1)

Subsequent events (Note 10)

On behalf of the Board:

“Michael England”

Director

“John Masters”

Director

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

PROSPERITY EXPLORATION CORP.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

EXPENSES

Office and miscellaneous	\$	22
Professional fees		7,186
Share-based compensation		<u>33,000</u>

Loss and comprehensive loss for the period \$ (40,208)

Basic and diluted loss per common share \$ (0.02)

**Weighted average number of common shares
outstanding** 2,322,315

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

PROSPERITY EXPLORATION CORP.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

	Number of shares	Share capital	Subscriptions received in advance	Deficit	Total equity
September 1, 2020	1	\$ 1	\$ -	\$ -	\$ 1
Common shares	5,400,000	108,000	-	-	108,000
Subscriptions received	-	-	150,000	-	150,000
Loss for the period	-	-	-	(40,208)	(40,208)
December 31, 2020	5,400,001	\$ 108,001	\$ 150,000	\$ (40,208)	\$ 217,793

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

PROSPERITY EXPLORATION CORP.

STATEMENT OF CASH FLOWS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	\$ (40,208)
Item not involving cash:	
Share-based compensation	33,000
Changes in non-cash working capital items:	
Increase in receivable	(3,973)
Increase in accounts payable and accrued liabilities	4,068
	<hr/>
Net cash used in operating activities	(7,113)
CASH FLOWS FROM INVESTING ACTIVITY	
Exploration and evaluation costs	(87,060)
	<hr/>
Net cash used in investing activity	(87,060)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from private placements	75,001
Proceeds from subscriptions received in advance	150,000
	<hr/>
Net cash provided by financing activities	225,001
	<hr/>
Change in cash for the period	130,828
Cash, beginning of period	-
	<hr/>
Cash, end of period	\$ 130,828
<hr/>	
SUPPLEMENTAL CASH FLOW INFORMATION	
Cash paid for taxes	-
Cash paid for interest	-

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

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

1. NATURE AND CONTINUANCE OF OPERATIONS

Prosperity Exploration Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on September 1, 2020. The Company is an exploration stage junior mining company currently engaged in the identification, acquisition and exploration of mineral properties in Canada.

These financial statements have been prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. These material uncertainties may cast significant doubt on the entity’s ability to continue as a going concern. The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company’s current operations to date. The Company’s current focus is on its project located in British Columbia, Canada and as a result, access to the property is not prohibited. The Company may consider acquisitions of other properties in foreign or domestic jurisdictions in the future.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, or fair value through other comprehensive loss which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

The financial statements of the Company from the period of incorporation on September 1, 2020 to December 31, 2020 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 5, 2021.

Estimates, judgments and assumptions

The preparation of the Company’s financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Estimates and assumptions are continually evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates, judgments and assumptions (continued)

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the determination of categories of financial assets and financial liabilities which has been identified as an accounting policy involving assessments made by management, recoverability of the carrying value of the Company's exploration and evaluation assets, and the going concern assumption.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL - Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets at FVTOCI - Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost - Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The Company has classified its cash at fair value through profit and loss.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Financial liabilities at amortized cost - This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

The Company's accounts payable and accrued liabilities are classified at amortized cost.

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance. 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.

Exploration and evaluation assets

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration, and evaluation of mineral properties are capitalized by property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors, and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the farmee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

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

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mines under construction." Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

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

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of long-lived assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The Company allocates the proceeds from the issuance of these shares between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the shares and the amount the investor pays for the shares. A deferred flow-through premium liability is recognized for the difference. The liability is reversed when the expenditures are made and is recorded in other income. The spending also gives rise to a deferred tax timing difference between the carrying value and tax value of the qualifying expenditure.

Provision for environmental rehabilitation

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

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

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

As at December 31, 2020, the Company has determined that it does not have any decommissioning obligations.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Loss per share

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

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing once the Company is listed on a stock exchange. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in equity is transferred from reserves to deficit.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date the shares are issued.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the 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 statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: 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 statement of financial position date.

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

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New standards issued but not yet effective

Classification of Liabilities as Current or Non-Current Amendments to IAS 1:

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2023.

3. EXPLORATION AND EVALUATION ASSETS

During the period ended December 31, 2020, the following exploration expenses were incurred on the exploration and evaluation assets:

Silver Lake Property, British Columbia	Total
Acquisition costs	
Balance, September 1, 2020	\$ -
Cash	10,000
Others	1,060
	<hr/>
Balance, December 31, 2020	11,060
Exploration costs	
Balance, September 1, 2020	-
Assay and consulting	76,000
	<hr/>
Balance, December 31, 2020	76,000
	<hr/>
Total balance, December 31, 2020	\$ 87,060

Silver Lake Property, British Columbia

On November 27, 2020, the Company entered into an option agreement to earn a 100% interest in the Silver Lake Property in British Columbia. In order to earn the interest, the Company must make the following option payments:

- i) pay \$10,000 (paid) within 5 days of execution of the agreement and issue 100,000 common shares within 10 days after a listing on a Canadian stock exchange (the "Listing Date");
- ii) pay \$15,000 and 150,000 common shares by the 12-month anniversary of the Listing Date;
- iii) pay \$25,000 and issue 150,000 common shares by the 24-month anniversary of the Listing Date;
- iv) pay \$50,000 and issue 100,000 common shares by the 36-month anniversary of the Listing Date;
- v) pay \$125,000 by the 48-month anniversary of the Listing Date; and
- vi) pay \$175,000 by the 60-month anniversary of the Listing Date.

If the Silver Lake Property is acquired by the Company, then it will be required to pay a 2.0% net smelter returns royalty payable to vendor upon the commencement of commercial production, 0.75% of which is purchasable by the Company for \$250,000 at any time.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

4. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares (“common shares”) without par value.

Issued share capital

During the period ended December 31, 2020, the Company:

- i) issued 1 common share at \$1 upon incorporation.
- ii) issued 2,200,000 common shares at \$0.005 per share for total proceeds of \$11,000 and recognized share-based compensation of \$0.015 per share for a total of \$33,000.
- iii) issued 3,200,000 common shares at \$0.02 per share for total proceeds of \$64,000.

5. CAPITAL MANAGEMENT

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There were no changes in the Company’s approach to capital management during the period ended December 31, 2020.

6. FINANCIAL INSTRUMENTS AND RISK

Fair values

The Company’s financial assets measured at fair value on a recurring basis were calculated as follows:

	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>As at December 31, 2020</i>				
Cash	\$ 130,828	\$ 130,828	-	-

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

Credit risk

Credit risk is the risk of loss associated with the counterparty’s inability to fulfill its payment obligations. As at December 31, 2020, the Company had \$3,973 receivable from government authorities in Canada. The Company believes it has no significant credit risk.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

6. FINANCIAL INSTRUMENTS AND RISK (CONTINUED)

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2020 the Company had a cash balance of \$130,828 to settle accounts payable and accrued liabilities of \$4,068. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

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

a) Interest rate risk

The Company has cash balances. The Company is satisfied with the credit ratings of its bank. As of December 31, 2020, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

As at December 31, 2020, the Company was not exposed to foreign currency risk.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations may be significant. Much of this is out of the control of management and will be dealt with based on circumstances at any given time.

7. SEGMENTED INFORMATION

The Company has one operating segment, being the exploration of exploration and evaluation assets in Canada.

8. INCOME TAXES

A reconciliation of income taxes at statutory rate with the reported taxes is as follows:

	2020
Loss for the period	\$ (40,208)
Expected income tax (recovery) – 27%	\$ (10,856)
Non-deductible expenses	8,910
Change in unrecognized deductible temporary differences	1,946
Total income tax expense (recovery)	\$ -

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

8. INCOME TAXES (CONTINUED)

The significant components of the Company's deferred tax assets and liabilities are as follows that have not been included on the statement of financial position as follows:

	2020
Non-capital losses	\$ 7,000
Unrecognized deferred tax asset	\$ 7,000

The Company has non-capital loss carry-forwards of approximately \$7,000, which may be available to reduce taxable income in future years. The potential of these losses has not been recognized as a deferred tax benefit, as currently it is not probable that such a benefit will be utilized in the foreseeable future. Unless utilized, these losses will expire in 2040.

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

9. RELATED PARTIES TRANSACTIONS

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

During the period from incorporation from September 1, 2020 to December 31, 2020, the Company recorded \$33,000 share-based compensation related to founders' shares issued to officers and directors of the Company.

As of December 31, 2020, there were no outstanding balance owed to related parties of the Company.

10. SUBSEQUENT EVENTS

Subsequent to December 31, 2020, the Company:

- i) issued 3,200,000 shares at a price of \$0.05 per share for total gross proceeds of \$160,000, of which \$150,000 was received during the period ended December 31, 2020.
- ii) granted 750,000 stock options to directors and officers of the Company, exercisable at a price of \$0.10 per option, expiring on February 11, 2024. The options vested immediately.
- iii) entered into a management services agreement with England Communications Ltd., a company controlled by Michael England, CEO and director of the Company, for the provision of management and administration services for \$2,500 per month.

PROSPERITY EXPLORATION CORP.

NOTES TO THE FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON SEPTEMBER 1, 2020 TO DECEMBER 31, 2020

10. SUBSEQUENT EVENTS (CONTINUED)

- iv) entered into an agreement with PI Financial Corp. (the “Agent”) to complete an Initial Public Offering (“IPO”) for the issuance of a minimum of 3,500,000 and a maximum of 4,000,000 common shares (“Offering”) of the Company at \$0.10 per share for aggregate gross proceeds of a minimum of \$350,000 and a maximum of \$400,000. The Company will pay the Agent a cash commission of 10% of the gross proceeds of the Offering. The Company will also issue to the Agent compensation options to purchase 10% of the number of common shares sold pursuant to the Offering, exercisable at \$0.10 per share for up to 36 months following the date on which the shares of the Company are listed on the Canadian Securities Exchange (“CSE”). The Company will also pay the Agent a corporate finance fee of \$25,000 plus tax (of which \$12,500 is non-refundable and was paid upon signing). Completion of the IPO is subject to a number of conditions, including but not limited to, CSE acceptance. There can be no assurance that the IPO will be completed as proposed or at all. The Company filed a preliminary prospectus dated May 18, 2021 and an amended and restated preliminary prospectus on August 18, 2021 relating to the IPO.

PROSPERITY EXPLORATION CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

Head Office Address

#1240 – 789 West Pender Street
Vancouver, BC, V6C 1H2
Canada

Registered and Records Office Address

#700 - 401 West Georgia Street
Vancouver, BC, V6B 5A1
Canada

PROSPERITY EXPLORATION CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
Unaudited – Prepared by Management
Expressed in Canadian Dollars
AS AT

	June 30, 2021	December 31, 2020
	(Unaudited)	(Audited)
ASSETS		
Current assets		
Cash	\$ 69,706	\$ 130,828
Receivable	6,189	3,973
Prepaid expenses	28,125	-
Total current assets	104,020	134,801
Non-current assets		
Exploration and evaluation assets (Note 3)	99,451	87,060
Total assets	\$ 203,471	\$ 221,861
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 26,049	\$ 4,068
	26,049	4,068
Equity		
Share capital (Note 4)	268,001	108,001
Contribution surplus (Note 4)	27,500	-
Subscriptions received in advance	-	150,000
Deficit	(118,079)	(40,208)
Total equity	177,422	217,793
Total liabilities and equity	\$ 203,471	\$ 221,861

Nature and continuance of operations (Note 1)

On behalf of the Board:

“Michael England”

Director

“John Masters”

Director

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

PROSPERITY EXPLORATION CORP.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

Unaudited – Prepared by Management

Expressed in Canadian Dollars

	For the three months ended June 30, 2021	For the six months ended June 30, 2021
EXPENSES		
Management fees (Note 8)	\$ 7,500	\$ 10,000
Office and miscellaneous	-	181
Professional fees	19,700	23,170
Share-based compensations (Notes 4 and 8)	-	27,500
Filing fees	17,020	17,020
Loss and comprehensive loss for the period	\$ (44,220)	\$ (77,871)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding	8,600,001	8,511,603

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

PROSPERITY EXPLORATION CORP.

CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Unaudited – Prepared by Management

Expressed in Canadian Dollars

	Number of	Share capital	Subscriptions received in	Contribution	Deficit	Total equity
	shares		advance	Surplus		
September 1, 2020	1	\$ 1	\$ -	\$ -	\$ -	\$ 1
Common shares	5,400,000	108,000	-	-	-	108,000
Subscriptions received	-	-	150,000	-	-	150,000
Loss for the period	-	-	-	-	(40,208)	(40,208)
December 31, 2020	5,400,001	108,001	150,000	-	(40,208)	217,793
Common shares	3,200,000	160,000	(150,000)	-	-	10,000
Share-based compensations	-	-	-	27,500	-	27,500
Loss for the period	-	-	-	-	(77,871)	(77,871)
June 30, 2021	8,600,001	\$ 268,001	\$ -	\$ 27,500	\$ (118,079)	\$ 177,422

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

PROSPERITY EXPLORATION CORP.
CONDENSED INTERIM STATEMENT OF CASH FLOWS
Unaudited – Prepared by Management
Expressed in Canadian Dollars

	Six months ended June 30, 2021
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	\$ (77,871)
Item not involving cash:	
Share-based compensation	27,500
Changes in non-cash working capital items:	
Receivable	(2,216)
Prepaid expenses	(28,125)
Accounts payable and accrued liabilities	21,981
Net cash used in operating activities	<u>(58,731)</u>
CASH FLOWS FROM INVESTING ACTIVITY	
Exploration and evaluation costs	<u>(12,391)</u>
Net cash used in investing activity	<u>(12,391)</u>
CASH FLOWS FROM FINANCING ACTIVITY	
Proceeds from private placements	<u>10,000</u>
Net cash provided by financing activity	<u>10,000</u>
Change in cash for the period	(61,122)
Cash, beginning of period	<u>130,828</u>
Cash, end of period	<u>\$ 69,706</u>
SUPPLEMENTAL CASH FLOW INFORMATION	
Cash paid for taxes	\$ -
Cash paid for interest	\$ -

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

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

1. NATURE AND CONTINUANCE OF OPERATIONS

Prosperity Exploration Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on September 1, 2020. The Company is an exploration stage junior mining company currently engaged in the identification, acquisition and exploration of mineral properties in Canada.

These condensed interim financial statements have been prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. These material uncertainties may cast significant doubt on the entity’s ability to continue as a going concern. The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company’s current operations to date. The Company's current focus is on its project located in British Columbia, Canada and as a result, access to the property is not prohibited. The Company may consider acquisitions of other properties in foreign or domestic jurisdictions in the future.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of condensed interim financial statements, including International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”) and have been prepared following the same accounting policies and method of computation as the annual financial statements for the period ended December 31, 2020. They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, or fair value through other comprehensive loss which are stated at their fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. These condensed interim financial statements are presented in Canadian dollars unless otherwise noted. Accordingly, these condensed interim financial statements should be read in conjunction with the annual financial statements for the period ended December 31, 2020, which have been prepared in accordance with IFRS as issued by the IASB.

The condensed interim financial statements of the Company for the six months ended June 30, 2021 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 5, 2021.

Estimates, judgments and assumptions

The preparation of the Company’s condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Estimates and assumptions are continually evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates, judgments and assumptions (continued)

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the determination of categories of financial assets and financial liabilities which has been identified as an accounting policy involving assessments made by management, recoverability of the carrying value of the Company's exploration and evaluation assets, and the going concern assumption.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) **Deferred income taxes** - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL - Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets at FVTOCI - Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost - Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The Company has classified its cash at fair value through profit and loss.

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Financial liabilities at amortized cost - This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

The Company's accounts payable and accrued liabilities are classified at amortized cost.

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance. 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.

Exploration and evaluation assets

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration, and evaluation of mineral properties are capitalized by property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors, and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the farmee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation assets (continued)

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

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

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

Impairment of long-lived assets

At the end of each reporting period, the Company’s assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The Company allocates the proceeds from the issuance of these shares between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the shares and the amount the investor pays for the shares. A deferred flow-through premium liability is recognized for the difference. The liability is reversed when the expenditures are made and is recorded in other income. The spending also gives rise to a deferred tax timing difference between the carrying value and tax value of the qualifying expenditure.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provision for environmental rehabilitation

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

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

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

As at June 30, 2021, the Company has determined that it does not have any decommissioning obligations.

Loss per share

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

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing once the Company is listed on a stock exchange. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in equity is transferred from reserves to deficit.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date the shares are issued.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the 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 statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: 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 statement of financial position date.

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

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

New standards issued but not yet effective

Classification of Liabilities as Current or Non-Current Amendments to IAS 1:

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2023.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

3. EXPLORATION AND EVALUATION ASSETS

Silver Lake Property, British Columbia	Total
Acquisition costs	
Balance, September 1, 2020	\$ -
Cash	10,000
Others	1,060
Balance, December 31, 2020 and June 30, 2021	11,060
Exploration costs	
Balance, September 1, 2020	-
Assay and consulting	76,000
Balance, December 31, 2020	76,000
Assay and consulting	12,391
Balance, June 30, 2021	88,391
Total balance, June 30, 2021	\$ 99,451

Silver Lake Property, British Columbia

On November 27, 2020, the Company entered into an option agreement to earn a 100% interest in the Silver Lake Property in British Columbia. In order to earn the interest, the Company must make the following option payments:

- i) pay \$10,000 (paid) within 5 days of execution of the agreement and issue 100,000 common shares within 10 days after a listing on a Canadian stock exchange (the "Listing Date");
- ii) pay \$15,000 and 150,000 common shares by the 12-month anniversary of the Listing Date;
- iii) pay \$25,000 and issue 150,000 common shares by the 24-month anniversary of the Listing Date;
- iv) pay \$50,000 and issue 100,000 common shares by the 36-month anniversary of the Listing Date;
- v) pay \$125,000 by the 48-month anniversary of the Listing Date; and
- vi) pay \$175,000 by the 60-month anniversary of the Listing Date.

If the Silver Lake Property is acquired by the Company, then it will be required to pay a 2.0% net smelter returns royalty payable to vendor upon the commencement of commercial production, 0.75% of which is purchasable by the Company for \$250,000 at any time.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

4. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

During the period ended June 30, 2021, the Company:

- i) issued 3,200,000 common shares at \$0.05 per share for total proceeds of \$160,000.

During the period ended December 31, 2020, the Company:

- i) issued 1 common share at \$1 upon incorporation.
- ii) issued 2,200,000 common shares at \$0.005 per share for total proceeds of \$11,000 and recognized share-based compensation of \$0.015 per share for a total of \$33,000.
- iii) issued 3,200,000 common shares at \$0.02 per share for total proceeds of \$64,000.

Stock options

The Company adopted an equity settled stock option plan (“Plan”) where it would be authorized to grant options to directors, officers, consultants and employees of the Company. The number of options granted under the Plan is limited to 10% of the number of issued and outstanding common shares of the Company at the date of the grant of the options. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant of the options and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant of the options. The exercise price of options granted under the Plan may not be less than the discounted market price (as that term is defined in the policies of the stock exchange) of the Company’s common shares at the date the options are granted. Options granted under the Plan have a maximum term of five years, are non-transferable and expire within 90 days of termination of employment or holding office as a director, officer, employee or consultant of the Company and in the case of death, expire within one year thereafter. The options generally vest on the date of grant, however, the Board of Directors may specify a vesting period on a grant-by-grant basis.

During the six months ended June 30, 2021, the Company:

- i) granted 750,000 stock options to directors and officers of the Company, exercisable at a price of \$0.10 per option, expiring on February 11, 2024. The estimated fair value of these options was \$27,500. The options vested immediately.

Stock option transactions are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price
Balance at September 1, 2020 and December 31, 2020	-	\$ -
Granted	750,000	0.10
Balance at June 30, 2021	750,000	\$0.10

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

4. SHARE CAPITAL (CONTINUED)**Stock options (continued)**

As of June 30, 2021, the following stock options were outstanding:

Expiry Date	Number of Options	Exercise price	Number of options exercisable
February 11, 2024	750,000	\$0.10	750,000
	750,000		750,000

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the period ended June 30:

	2021	2020
Risk-free interest rate	0.17%	-
Expected life of options	3.00 years	-
Expected annualized volatility	150.00%	-
Expected dividend rate	-	-

5. CAPITAL MANAGEMENT

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended June 30, 2021.

6. FINANCIAL INSTRUMENTS AND RISK*Fair values*

The Company's financial assets measured at fair value on a recurring basis were calculated as follows:

	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>As at June 30, 2021</i>				
Cash	\$ 69,706	\$ 69,706	-	-
<i>As at December 31, 2020</i>				
Cash	\$ 130,828	\$ 130,828	-	-

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

6. FINANCIAL INSTRUMENTS AND RISK (CONTINUED)

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

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. As at June 30, 2021, the Company had \$6,189 (December 31, 2020 - \$3,973) receivable from government authorities in Canada. The Company believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2021 the Company had a cash balance of \$69,706 (December 31, 2020 - \$130,828) to settle accounts payable and accrued liabilities of \$26,049 (December 31, 2020 - \$4,068). The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

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

a) Interest rate risk

The Company has cash balances. The Company is satisfied with the credit ratings of its bank. As of June 30, 2021 and December 31, 2020, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

As at June 30, 2021 and December 31, 2020, the Company was not exposed to foreign currency risk.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations may be significant. Much of this is out of the control of management and will be dealt with based on circumstances at any given time.

7. SEGMENTED INFORMATION

The Company has one operating segment, being the exploration of exploration and evaluation assets in Canada.

PROSPERITY EXPLORATION CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

Expressed in Canadian Dollars

FOR THE SIX MONTHS ENDED JUNE 30, 2021

8. RELATED PARTIES TRANSACTIONS

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

During the six months June 30, 2021, the Company:

- i) paid or accrued management fees of \$10,000 to a company owned by a director of the Company for management services provided.
- ii) recorded \$27,500 share-based compensation related to options granted to officers and directors of the Company.
- iii) entered into a management services agreement with England Communications Ltd., a company controlled by Michael England, CEO and director of the Company, for the provision of management and administration services for \$2,500 per month.

During the period from incorporation from September 1, 2020 to December 31, 2020, the Company recorded \$33,000 share-based compensation related to founders' shares issued to officers and directors of the Company.

Included in accounts payable and accrued liabilities at June 30, 2021 is \$10,000 (December 31, 2020 - \$Nil) owed to a director and officer of the Company

9. SUBSEQUENT EVENT

Subsequent to March 31, 2021, the Company entered into an agreement with PI Financial Corp. (the "Agent") to complete an Initial Public Offering ("IPO") for the issuance of a minimum of 3,500,000 and a maximum of 4,000,000 common shares ("Offering") of the Company at \$0.10 per share for aggregate gross proceeds of a minimum of \$350,000 and a maximum of \$400,000. The Company will pay the Agent a cash commission of 10% of the gross proceeds of the Offering. The Company will also issue to the Agent compensation options to purchase 10% of the number of common shares sold pursuant to the Offering, exercisable at \$0.10 per share for up to 36 months following the date on which the shares of the Company are listed on the Canadian Securities Exchange ("CSE"). The Company will also pay the Agent a corporate finance fee of \$25,000 plus tax (of which \$12,500 is non-refundable and was paid upon signing). Completion of the IPO is subject to a number of conditions, including but not limited to, CSE acceptance. There can be no assurance that the IPO will be completed as proposed or at all. The Company filed a preliminary prospectus dated May 18, 2021 and an amended and restated preliminary prospectus on August 18, 2021 relating to the IPO.

Pursuant to an escrow agreement (the "Escrow Agreement") dated May 13, 2021, 10% of the 3,000,001 escrowed common shares will be released from escrow upon the Listing Date and the remaining escrowed shares will be released in equal tranches of 15% every six month interval thereafter, over a period of 36 months.

CERTIFICATE OF PROSPERITY EXPLORATION CORP.

Dated: November 5, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“Michael England”
MICHAEL ENGLAND
Chief Executive Officer

“John Masters”
JOHN MASTERS
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF
PROSPERITY EXPLORATION CORP.**

“Tom McCandless”
TOM McCANDLESS
Director

“Twila Jensen”
TWILA JENSEN
Director

CERTIFICATE OF THE PROMOTER

Dated: November 5, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“Michael England”
MICHAEL ENGLAND

CERTIFICATE OF THE AGENT

Dated: November 5, 2021

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

PI FINANCIAL CORP.

“Jim Locke”

JIM LOCKE

Vice President, Investment Banking